

FMC TECHNOLOGIES INC

Form 425

September 06, 2016

Filed by Technip S.A.

pursuant to Rule 425 under the Securities Act of 1933, as amended

Subject Companies: Technip S.A., FMC Technologies, Inc. and TechnipFMC Limited

Date: September 6, 2016

This filing relates to a proposed business combination involving

Technip S.A., FMC Technologies, Inc. and TechnipFMC Limited

(Subject Company Commission File No.: 001-16489)

## **Important Information for Investors and Securityholders**

### **Forward-Looking Statements**

This communication contains “forward-looking statements.” All statements other than statements of historical fact contained in this report are forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words “believe,” “expect,” “anticipate,” “plan,” “intend,” “foresee,” “should,” “would,” “could,” “may,” “outlook” and similar expressions, including the negative thereof. The absence of these words, however, does not mean that the statements are not forward-looking. These forward-looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate.

Factors that could cause actual results to differ materially from those in the forward-looking statements include failure to obtain applicable regulatory or stockholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; failure to obtain favorable opinions from counsel for each company to the effect of how TechnipFMC Limited (to be renamed TechnipFMC plc) (“TechnipFMC”) should be treated for U.S. tax purposes as a result of the proposed transaction; risks associated with tax liabilities, or changes in U.S. federal or international tax laws or interpretations to which they are subject, including the risk that the Internal Revenue Service disagrees that TechnipFMC is a foreign corporation for U.S. federal tax purposes; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize

anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; reductions in client spending or a slowdown in client payments; unanticipated changes relating to competitive factors in the companies' industries; ability to hire and retain key personnel; ability to successfully integrate the companies' businesses; the potential impact of announcement or consummation of the proposed transaction on relationships with third parties, including clients, employees and competitors; ability to attract new clients and retain existing clients in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could

adversely affect the companies or their clients; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings; and the parties' international operations, which are subject to the risks of currency fluctuations and foreign exchange controls.

All of our forward-looking statements involve risks and uncertainties (some of which are significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in FMC Technologies' ("FMC Technologies") Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time by FMC Technologies and TechnipFMC with the United States Securities and Exchange Commission (the "SEC") and those described in Technip S.A.'s ("Technip") annual reports, registration documents and other documents filed from time to time with the French financial markets regulator (Autorité des Marchés Financiers or the "AMF"). We wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.

#### No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

#### **Additional Information**

##### Important Additional Information Will be Filed with the SEC

TechnipFMC has filed with the SEC a registration statement on Form S-4, which includes the preliminary proxy statement of FMC Technologies that also constitutes a preliminary prospectus of TechnipFMC (the "proxy statement/prospectus"). A definitive proxy statement/prospectus will be delivered as required by applicable law after

the registration statement on Form S-4 is declared effective by the SEC. **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE**

**BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and stockholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC on FMC Technologies' website at [www.fmctechnologies.com](http://www.fmctechnologies.com) (for documents filed with the SEC by FMC Technologies) or on Technip's website at [www.technip.com](http://www.technip.com) (for documents filed with the SEC by Technip).

Important Additional Information Will be Made Available in an Information Document

Technip will prepare an information document to be made available in connection with the Technip meeting of stockholders called to approve the proposed transaction (the "Report"). **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE INFORMATION DOCUMENT, AND OTHER RELEVANT DOCUMENTS TO BE PUBLISHED ON THE TECHNIP WEBSITE, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the information document from Technip on its website at [www.technip.com](http://www.technip.com).

Important Additional Information Will be Made Available in an Prospectus Prepared in accordance with the EU Prospectus Directive

TechnipFMC will make publicly available a prospectus, prepared in accordance with the EU Prospectus Directive 2003/71/EC, with respect to the issuance of new shares as a result of the proposed transaction and their admission to trading on the regulated market of Euronext Paris (including any supplement thereto, the "Admission Prospectus"). **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE ADMISSION PROSPECTUS, AND OTHER RELEVANT DOCUMENTS, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the Admission Prospectus from TechnipFMC when available.

Participants in the Solicitation

FMC Technologies, Technip, TechnipFMC and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of FMC Technologies and Technip, respectively, in respect of the proposed transactions contemplated by the proxy statement/prospectus and the Report. Information

regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of FMC Technologies and Technip, respectively, in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information regarding FMC Technologies' directors and executive officers is contained in FMC

Technologies' Annual Report on Form 10-K for the year ended December 31, 2015 and its Proxy Statement on Schedule 14A, dated March 25, 2016, which are filed with the SEC and can be obtained free of charge from the sources indicated above. Information regarding Technip's directors and executive officers is contained in Technip's Annual Report for the year ended December 31, 2015 filed with the AMF and can be obtained free of charge from the sources indicated above.

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24 66 Barclays CEO Energy - Power Conference Thierry Pilenko Chairman and Chief Executive Officer, Technip  
Doug Pferdehirt President and Chief Executive Officer, FMC Technologies x Benefits of Innovation on Subsea  
Project Economics x Merger Update: Process and Plans



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24 66 Disclaimer No Offer or Solicitation This communication is not intended to and does not constitute an offer to  
sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or  
the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be  
any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law . No offer of securities  
shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act and  
applicable European regulations . Subject to certain exceptions to be approved by the relevant regulators or certain  
facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do  
so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or  
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24 66 Our Combination: Driving Change by Redefining the Production and Transformation of Oil & Gas Builds a  
comprehensive and flexible offering across each market from concept to project delivery and beyond Surface Global  
product and service platform Enhanced offering in North America Strengthened international presence Products: best  
- in - class equipment and systems provider Leading and highly complementary equipment offering; scaling up best -  
in - class technology through enhanced R&D Projects: unique capabilities throughout project life - cycle From  
concept to project delivery and beyond; setting new project economic standards Subsea Services: enhanced service  
proposition Leveraging FMC Technologies' leading solutions to service a larger installed base; expanding scope of  
service offering Onshore / Offshore Strong midstream/downstream footprint Leveraging further on Technip's  
engineering capabilities From concept to technology to project delivery 60 years of complex developments & client  
relationships

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24 66 Technip and FMC Technologies are Helping Clients Achieve Sustainable Project Economics Client concerns  
Preserving cash flows, balance sheets, dividends Finding value at a lower oil price Ensuring structural change in  
project costs Changing their field development model Our responses Enabling brownfield and long tie - backs Early  
involvement to optimize design and time to first oil Integrating full - field development Technology to drive  
efficiency and simplification Clients are embracing our integrated approach to drive better project economics in  
subsea

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24 66 Increasing Rate of Market Acceptance of Forsys Subsea Concept 0 2 4 6 8 10 12 14 16 18 0 2 4 6 8 10 12 14  
No. of FEED Studies Months after Establishing JV/Alliance Awarded Integrated FEED Studies 16 Forsys Subsea has  
been awarded 16 integrated FEED studies since inception in June 2015

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24 66 Diversified Mix of Integrated FEED Studies Forsys Subsea studies by type Customer Type Geography  
Independents NOCs IOCs GOM Asia Pacific North Sea Relationships Non - alliance Alliance Africa Field Type  
Greenfield Brownfield Scope (Tree Count) 11 - 20 XTs 1 - 10 XTs 21+ XTs The Forsys Subsea studies cover all types  
of clients, scopes, fields worldwide



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24 66 Our Combination Takes Forsys Subsea Further TechnipFMC Can Do More Create a single, contracting partner  
Accelerate and integrate technology innovation Create a more cost - effective operating structure Develop integrated  
offerings beyond subsea Increasing interest in the integrated model as clients better understand capabilities of the  
TechnipFMC Combination

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24 66 TechnipFMC will Offer Clients Unique Subsea Products and Services ... SURF: Subsea umbilicals , risers and  
flowlines Topsides and facilities SPS: Subsea production systems (including processing) FEED and sub - surface  
expertise Life of field and monitoring

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24 66 ... and a Full Suite of Capabilities Sourced from a Single Contracting Partner Project Execution Engineering  
Conceptual Design & FEED LOF & Maintenance Procurement Construction Installation Equipment supply  
Rationalized subsea architecture and design Optimized technology applications Improved field performance Joint  
SPS+SURF R&D for improved technology application and combination Shortened time to first oil and offshore  
installation through better planning Reduced project interfaces and contingencies Strengthen leverage on procurement  
Maximised reliability and uptime Increased aftermarket capabilities Improved performance over the life of field  
Accelerate time to first oil Superior project execution Maximize production uptime Leading market players Genesis  
and Forsys Subsea Leading market players SPS and SURF Largest installed base

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24 66 "Making It Real" Integrate Technologies Redesign Subsea Redefine Industry Reinvent Products

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Secondary Chart Colours 5.30" / 13.46cm 0.13" / 0.33cm 0.13" / 0.33cm 5.30" / 13.46cm Page Setup: 4:3 Width: 25.4cm  
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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 Reinvent Products • Simplicity – 50% fewer parts • Deliverability – 50% schedule reduction • Installability – 50% less  
weight

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24 66 Integrate Technologies Manifold Connector Flexible pipe Subsea processing ETH PiP (1) Optimized  
connectivity Increased efficiency Simplified architecture Direct Tie - In (1) ETH PiP : Electrically Trace Heated Pipe  
- in - Pipe



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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 Redesign Subsea Traditional field development Integrated technological approach Fewer SPS interfaces and  
reduced equipment complexity Reduction in flowlines and risers Faster installation and reduced heavy lift  
requirements Lower execution risk and shorter time to first oil TechnipFMC Integrated Approach Up to 30% cost  
reduction in SPS/SURF scope

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24 66 1 Building on Proven Success 2 Combining Forces to Do Even More 3 Innovation – “Making It Real” 4 Benefits of  
Full Integration Agenda 5 Redefining the Production and Transformation of Oil and Gas

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24 66 Significant Potential for Cost Synergies Supply Chain Commodity raw material cost savings Better terms with  
shared suppliers Beneficial scale effect from higher volumes Infrastructure Right - size general & administrative  
expense Rationalize real - estate footprint Leverage regional shared services Corporate and Others One Board of  
Directors One management team Leverage global shared services ~\$400m Pre - Tax Savings Run Rate 12/31/18e  
Additional cost reduction opportunities Other financial upside Base plan Stretch Pre - Tax Cost Synergies of  
approximately \$400m by 2019

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24 66 Integrated Approach: Improved Project Economics Create Revenue Synergies Early involvement can improve  
positioning on new projects Integrated technologies provide differentiation and significant cost reduction Portfolio of  
projects and solutions can capture greater subsea scope Substantial revenue growth from expanded "Life of Field"  
opportunity Shorter project delivery schedules will accelerate time to first oil Integrated EPCI ( iEPCI ) will improve  
execution Multiple opportunities to create revenue synergies An integrated approach benefits both revenue and  
profitability

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24 66 44.3 23.6 19.6 16.5 15.7 14.8 13.3 12.5 9.4 6.4 0 15 30 45 SLB HAL NewCo GE O&G BHI NOV TEC SPM  
WFT FTI 1.2 1.8 1.9 1.9 2.3 2.3 3.7 5.7 7.5 0 3 6 9 FTI NewCo NOV SLB TEC BHI HAL WFT SPM Leading OFS  
Provider With Scale and Strong Balance Sheet One of Largest OFS Companies by Revenue... Top 10 OFS Companies  
by 2015A Revenue (\$ Bn ) Source Company Filings 2015A Debt / EBITDA (1) (x) 1 EBITDA calculated as Revenue  
- Expenses + Depreciation and Amortization ... With an Industry Leading Balance Sheet Provide a comprehensive and  
flexible offering Accelerate and integrate technology innovation Create a single, accountable contracting partner  
Create a more cost - effective operating structure Lower project costs, drive differentiation, and expand markets with  
integrated EPCI ( iEPCI ) Develop integrated offerings beyond subsea Merger on track to close Q1 2017 Creating  
unique competencies and delivering unparalleled value