

FMC TECHNOLOGIES INC

Form 424B2

September 19, 2012

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Pursuant to Rule 424(b)(2)  
Registration No. 333-183953

**CALCULATION OF REGISTRATION FEE**

	<b>Class of securities registered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
2.00% Senior Notes due 2017		\$300,000,000	\$ 34,380 (1)
3.45% Senior Notes due 2022		\$500,000,000	\$ 57,300 (1)

- (1) The filing fee, calculated in accordance with Rule 457(r), was transmitted to the Securities and Exchange Commission on September 19, 2012 in connection with the securities offered from Registration Statement File No. 333-183953 by means of this prospectus supplement.

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**PROSPECTUS SUPPLEMENT**

(To Prospectus Dated September 18, 2012)

**\$800,000,000**

**FMC Technologies, Inc.**

**\$300,000,000 2.00% Senior Notes due 2017**

**\$500,000,000 3.45% Senior Notes due 2022**

Interest on the notes is payable on April 1 and October 1 of each year, beginning on April 1, 2013. Interest on the notes will accrue from September 21, 2012. The 2017 notes will mature on October 1, 2017. The 2022 notes will mature on October 1, 2022. We use the term "notes" in this prospectus supplement to refer collectively to both series of notes. We may redeem some or all of the notes of either series at any time and from time to time prior to their maturity. The redemption prices are discussed under the heading "Description of the Notes - Optional Redemption" in this prospectus supplement. The notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The notes will be our senior, unsecured obligations and will rank equally in right of payment with all of our other unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to any of our secured indebtedness, to the extent of the value of the assets securing such indebtedness, unless the notes become equally and ratably secured by those assets. The notes will also be structurally subordinated to the indebtedness and all other obligations of our subsidiaries.

Each series of notes comprises a new issue of securities with no established trading market. We do not intend to apply for the listing of either series of the notes on any national securities exchange or for the quotation of either series of the notes on any automated dealer quotation system.

**Investing in the notes involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Per	Total	Per	Total
2017 Note		2022 Note	

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Public Offering Price (1)	99.767%	\$ 299,301,000	99.915%	\$ 499,575,000
Underwriting Discount	0.600%	\$ 1,800,000	0.650%	\$ 3,250,000
Proceeds to FMC Technologies, Inc. (before expenses)	99.167%	\$ 297,501,000	99.265%	\$ 496,325,000

(1) Plus accrued interest, if any, from September 21, 2012 if settlement occurs after that date.

The underwriters expect to deliver the notes to purchasers against payment on or about September 21, 2012, only in book-entry form through the facilities of The Depository Trust Company for the account of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme.

*Joint Book-Running Managers*

**J.P. Morgan**

**Wells Fargo Securities**

*Co-Managers*

**DNB Markets**

**Mitsubishi UFJ Securities**

**RBS**

**US Bancorp**

**September 18 , 2012**

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This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of notes and certain terms of the notes. The second part is the accompanying prospectus, which describes certain terms of the indenture under which the notes will be issued and gives more general information, some of which may not apply to this offering of the notes. If the information varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

**You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus related to this offering prepared by us or on our behalf. Neither we nor the underwriters have authorized any other person to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus or any such free writing prospectus is accurate as of any date other than its respective date. Our business, financial condition, results of operations and prospects may have changed since those dates.**

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### **SUMMARY**

*This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus to help you understand our business and the notes. It does not contain all of the information that may be important to you. You should read carefully this prospectus supplement, the accompanying prospectus and the documents incorporated by reference for a more complete understanding of this offering and our business. You should also read *Risk Factors* and *Cautionary Statement Regarding Forward-Looking Statements*, in addition to the risks to our business described under the heading *Risk Factors* in our *Annual Report on Form 10-K for the year ended December 31, 2011 (our 2011 Annual Report)*, which is incorporated by reference herein, for more information about important risks that you should consider before making a decision to purchase any notes in this offering.*

*As used in this prospectus supplement, FMC Technologies, the Company, us, we, our and like terms refer to FMC Technologies, Inc. together with its consolidated subsidiaries, except where the context otherwise requires or as otherwise indicated.*

### **FMC Technologies, Inc.**

We are a global provider of technology solutions for the energy industry with 28 production facilities in 16 countries. We design, manufacture and service technologically sophisticated systems and products, including subsea production and processing systems, surface wellhead production systems, high pressure fluid control equipment, measurement systems and marine loading systems for the energy industry.

### **Our Business Segments**

Our business is organized into three segments: Subsea Technologies, Surface Technologies and Energy Infrastructure.

#### ***Subsea Technologies Segment***

In our Subsea Technologies segment, our largest and fastest growing segment, we design and manufacture products and systems and provide services used by oil and gas companies involved in deepwater exploration and production of crude oil and natural gas. The foundation of this segment is our technology and engineering expertise. Our production systems control the flow of crude oil and natural gas from producing wells. We specialize in offshore production and processing systems and have manufacturing facilities near the world's principal offshore crude oil and natural gas producing basins, including basins in the Gulf of Mexico, the North Sea and offshore Brazil, West Africa and the Asia-Pacific region. We market our products primarily through our own technical sales organization. Our Subsea Technologies segment represented approximately 64% of our consolidated revenue for each of the year ended December 31, 2011 and the twelve months ended June 30, 2012.

In this segment, we design and manufacture subsea systems that are placed on the seafloor and are used to control the flow of crude oil and natural gas from the reservoir to a host processing facility, such as a floating production facility, a fixed platform or an onshore facility. The design and manufacture of our subsea systems requires a high degree of technical expertise and innovation. The development of our integrated subsea systems usually includes initial engineering design studies, subsea trees, control systems, manifold pipeline systems, flowline connection and tie-in systems, pumping and boosting capabilities, well access systems and subsea wellheads. In order to provide these products, systems and services, we utilize engineering, project management, global procurement, manufacturing, assembly and testing capabilities.

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Our subsea systems generally consist of our subsea wellhead systems and our subsea production systems. Our subsea wellhead systems offer reliable and cost-effective drilling solutions to meet customer demands for drilling and production in water depths from a few hundred feet to 10,000 feet or more. In addition, we offer a wide range of subsea trees to monitor and control the production of our customers' subsea wells. Our subsea tree product offering is designed to continue to meet the challenges of higher pressure and water depths faced by our customers. As part of our subsea production system offering, we also provide manifold pipeline systems that are designed to handle flow from four to ten individual wells into multiple production flowline headers.

We also provide (1) installation and workover systems to monitor and control the deployment and operation of subsea production equipment, (2) service technicians for installation assistance and (3) field support for commissioning, intervention and maintenance of our subsea systems throughout the life of the oilfield. This subsea services scope of activity also includes providing tools such as our light well intervention system for certain well workover and intervention tasks.

We also design and manufacture multiphase meters ( MPMs ) with applications that include production and surface well testing, reservoir monitoring, remote operation, fiscal allocation, process monitoring and control, and turbine and compressor monitoring. This technology delivers high accuracy and self-calibrating MPMs, with low maintenance features to meet our customers' increasingly demanding requirements for subsea applications, as well as topside applications. The MPMs product line augments our portfolio of technologies for optimizing oil and gas recovery.

Additionally, through our recent acquisition of the remaining 55% of the outstanding interests of Schilling Robotics, LLC ( Schilling ), we are able to supply advanced robotic intervention products, including a line of remotely operated vehicle systems ( ROVs ), manipulator systems and subsea control systems. ROVs directly benefit our customers by performing intervention tasks in the challenging subsea environment with greater ease, lower costs and enhanced safety. We believe this addition to our Subsea Technologies segment gives us exposure to the expanding subsea well intervention business, where demand for ROVs and the need for maintenance activities of subsea equipment is expected to increase.

### ***Surface Technologies Segment***

In our Surface Technologies segment, we design and manufacture products and systems and provide services used by oil and gas companies involved in land and offshore exploration and production of crude oil and natural gas. We also design, manufacture and supply technologically advanced high pressure valves, pumps and fittings used in stimulation activities for oilfield service companies.

In this segment, we provide a full range of surface wellheads and production systems for both standard service and critical service applications. Surface production systems, or trees, are used to control and regulate the flow of crude oil and natural gas from the well. Our surface products and systems are used worldwide on both land and offshore platforms and can be used in difficult climates, including arctic cold or desert high temperatures. We support our customers through engineering, manufacturing, field installation support and aftermarket services. In addition, our integrated shale services include hydraulic fracturing manifolds and trees and flow back equipment for timely and cost-effective well completion. Surface wellhead and production systems represented approximately 14% of our consolidated revenue for each of the year ended December 31, 2011 and the twelve months ended June 30, 2012.

This segment also includes our flowline products, which we design and manufacture under the Weco®/Chiksan® trademarks, and pumps and valves used in well completion and stimulation activities by major oilfield service companies, such as Schlumberger Limited, Baker Hughes Incorporated, Halliburton Company and Weatherford International Ltd. Our flowline products are used in equipment that pumps corrosive and/or erosive

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fluid into a well during the well construction, hydraulic fracturing or other stimulation processes. Our reciprocating pump product line includes Triplex and Quintuplex pumps utilized in a variety of applications. The performance of this business typically rises and falls with variations in the active rig count throughout the world and more recently, the pressure pumping activity in North America. Flowline products represented approximately 12% of our consolidated revenue for each of the year ended December 31, 2011 and the twelve months ended June 30, 2012.

Subject to the satisfaction of the conditions to closing set forth in *Recent Developments* below related to our planned acquisition of Pure Energy Services Ltd. ( *Pure* ), we expect Pure will be included among the consolidated subsidiaries reported in our Surface Technologies segment.

### ***Energy Infrastructure Segment***

In our Energy Infrastructure segment, we provide a variety of products and services designed to improve the transportation of various products produced or used in the energy industry, as well as related engineering, design and construction management services. Our Energy Infrastructure segment represented approximately 10% of our consolidated revenue for each of the year ended December 31, 2011 and the twelve months ended June 30, 2012.

We offer solutions for use in custody transfer of crude oil, natural gas and refined products. We combine advanced measurement technology with state-of-the-art electronics and supervisory control systems to provide the measurement of both liquids and gases for purposes of verifying ownership and determining revenue and tax obligations. We also provide land- and marine-based fluid loading and transfer systems primarily to the oil and gas industry. Our systems are capable of loading and offloading marine vessels transporting a wide range of fluids, including crude oil, liquefied natural gas and refined products. While these systems are typically constructed on a fixed jetty platform, we have also developed advanced loading systems that can be mounted on a vessel or structure to facilitate ship-to-ship or tandem loading and offloading operations in open seas or exposed locations.

Our energy infrastructure services also include material handling solutions, including bulk conveying systems to the power generation industry. We provide innovative solutions for conveying, feeding, screening and orienting bulk product for customers in diverse industries. Our process, engineering, mechanical design and project management expertise enable us to execute these projects on a turnkey basis.

Additionally, we provide engineering, design and construction management services in connection with the application of blending technology, process controls and automation for manufacturers in the lubricant, petroleum, additive, fuel and chemical industries. We also design and manufacture systems that separate production flows from wells into oil, gas, sand and water. Our separation technology improves upon conventional separation technologies by moving the flow in a spiral, spinning motion. This causes the elements of the flow stream to separate more efficiently than conventional separation technologies. These systems are currently capable of operating onshore or offshore.

We also develop and manufacture high-performance permanent magnet motors and bearings for both subsea and non-subsea applications, such as natural gas pipelines. We provide machines for a variety of energy-related applications, including integral motors and related system components for compression and pumping for natural gas pipelines, offshore platform and subsea processing markets. The compact size, efficiency and reliability of the motors make them ideal for these demanding applications.

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### **Competitive Strengths**

We believe that we are well positioned to execute our business strategies successfully based on the following competitive strengths:

***Leading Provider of Subsea Equipment.*** We received approximately 47% of the subsea awards over the five-year period from 2007 to 2011. Industry subsea system orders in 2012 are expected to increase significantly from 2011 levels, and as a result, we expect that our business will experience significant growth in the following years. We are also focused on increasing our position related to subsea services that we have identified as being a significant growth areas, such as installation services, customer asset management, equipment intervention and well access services for the large population of equipment we have installed. We have increased our capital expenditures dedicated to deepwater development efforts, and we believe we are well positioned to expand our portfolio of subsea services to serve our customers who are integrated oil companies with access to significant deepwater reserves.

***Ability to Deliver Highly Engineered Technical Solutions.*** We design and manufacture technologically sophisticated systems and products. Our intellectual capital, engineering expertise and breadth of technologies embedded in our products and services have enabled us to design unique solutions for our customers' project requirements while incorporating standardized components to contain costs. Most of the systems and products that we supply for subsea applications are highly engineered to meet the unique demands of our customers who require cost-effective, efficient solutions while still maintaining the highest safety and performance standards.

***Global Presence in the Subsea Market.*** We are the largest provider of subsea products and services in the world. As stated above, we received approximately 47% of the subsea awards over the five-year period from 2007 to 2011, and we believe our ability to deliver superior subsea production systems on a global scale and our added capacity to support future growth through global investments in people, facilities and business processes will enable us maintain our leading market position. In addition to our market leadership position in established subsea markets, we have strengthened our position in emerging geographic markets as well as developed new technologies to support subsea processing and surface shale activities.

***Strong Customer Alliances and Partnerships.*** We continue to focus on long-term partnerships and alliances with some of the most active deepwater oil and gas operators in the world, including Statoil ASA, Royal Dutch Shell plc, BP p.l.c., Eni S.p.A., Hess Corporation and Anadarko Petroleum Corporation. We also have strong relationships with some of the other major deepwater participants, including Petroleo Brasileiro S.A. - Petrobras, Total S.A., Chevron Corporation and Exxon Mobil Corporation. Our strong relationships with these customers are based on our ability deliver on many of the most challenging subsea projects in the world while providing the highest level of technological solutions.

### **Business Strategies**

Our management team is dedicated to growing our business by executing the following strategies:

***Continue Our Subsea Market Leadership Position.*** We maintain a presence in all of the world's major producing basins, and our deepwater expertise, experience and technology have helped us to maintain a leadership position in subsea systems. The increased expansion into deepwater basins has led to growing demand for our subsea processing services, which offers significant opportunities for us to deliver new technologies that we believe provide considerable benefits to oil and gas producers.

***Pursue New Growth Platforms.*** We have identified three areas of growth from which we intend to capitalize: subsea infrastructure, subsea services and shale-related equipment and services. All three growth areas are markets in which most of our businesses currently hold leadership positions. We continue to expand our subsea infrastructure products by building upon our subsea processing success.



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In our subsea services market, we are focused on expanding the products and services we offer, including well intervention activities, asset management and installation. Further, we believe our services in these markets provide our customers with a cost advantage by moving functionality from the topside facility to seabed boosting and separation stations, which has been shown to increase reservoir recovery. The growth of shale developments also remains a significant opportunity for us as demand for fracturing trees and manifolds, well service pumps and flowline equipment remains strong, and we intend to increase our exposure in the shale markets in the United States and globally. We believe our global platform will help facilitate the expansion of these products into new shale markets outside the United States.

***Pursue Strategic and Complementary Acquisitions.*** Our management team has demonstrated the ability to identify opportunities to acquire businesses and assets that expand our access to key enabling technologies. For example, we believe our acquisition of Control Systems International, Inc. ( CSI ) will enhance our automation and controls technologies, supporting our long-term strategy to expand our subsea production and processing systems. Additionally, we also anticipate the acquisition of CSI to benefit other business units in our portfolio, such as measurement systems, through comprehensive fuel terminal and pipeline automation systems.

Our recent acquisition of Schilling positions us to better expand our subsea infrastructure capabilities related to ROVs and manipulator arm manufacturing. With the acquisition of our Direct Drive Systems business, we are in the final stages of collaborating with Sulzer Pumps to develop a multi-phase helio-coaxial pump that provides a critical piece of our strategy to enhance our subsea boosting capabilities.

Finally, with our pending acquisition of Pure, a leading provider of fracturing flowback services and an established wireline services provider operating in multiple field locations in both Canada and the United States, we expect to provide our customers with an integrated well site solution that creates client value. Please see [Recent Developments Pure Energy Services Acquisition](#).

### **Recent Developments**

#### **Pure Energy Services Acquisition**

On August 17, 2012, we entered into an arrangement agreement (the Arrangement ) with Pure, pursuant to which we will acquire Pure for an aggregate cash purchase price of approximately \$285.0 million. Under the terms of the Arrangement, the transaction will be accomplished by way of a plan of arrangement pursuant to the Business Corporations Act (Alberta). The proposed Arrangement is subject to certain conditions, including the approval by (1) the holders of Pure shares and options representing at least two-thirds of votes cast in person or by proxy at the meeting of Pure securityholders to be held to approve the Arrangement; (2) the Court of Queen s Bench of Alberta; and (3) the relevant regulatory authorities (including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended).

The Pure securityholders meeting to approve the Arrangement is currently expected to be held on September 28, 2012, and the closing of the Arrangement is currently anticipated to occur in early October 2012.

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**Our Principal Executive Offices**

FMC Technologies, Inc. was incorporated in November 2000 under Delaware law and was a wholly-owned subsidiary of FMC Corporation until our initial public offering in June 2001, when 17% of our common stock was sold to the public. On December 31, 2001, FMC Corporation distributed its remaining 83% ownership of our stock to its stockholders in the form of a dividend. Our executive offices are located at 5875 North Sam Houston Parkway West, Houston, Texas 77086. Our telephone number is (281) 591-4000. We maintain a website at <http://www.fmctechnologies.com> that provides information about our business and operations. Information contained on our website, however, is not incorporated into or otherwise a part of this prospectus supplement or the accompanying prospectus.

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**The Offering**

The summary below describes the principal terms of the notes. Some of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement and the Description of Debt Securities section of the accompanying prospectus contain a more detailed description of the terms of the notes.

Issuer	FMC Technologies, Inc.
Notes Offered	<p>\$800 million aggregate principal amount of notes consisting of:</p> <p style="padding-left: 40px;">\$300 million aggregate principal amount of 2.00% Senior Notes due 2017, which we refer to as the 2017 notes.</p> <p style="padding-left: 40px;">\$500 million aggregate principal amount of 3.45% Senior Notes due 2022, which we refer to as the 2022 notes.</p> <p>The 2017 notes and the 2022 notes will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.</p>
Maturity	<p>2017 notes October 1, 2017.</p> <p>2022 notes October 1, 2022.</p>
Interest Rate	<p>2017 notes 2.00% per year.</p> <p>2022 notes 3.45% per year.</p>
Interest Payment Dates	April 1 and October 1 of each year, beginning on April 1, 2013. Interest on the notes will accrue from September 21, 2012.
Use of Proceeds	We intend to use the net proceeds from this offering to repay outstanding commercial paper and indebtedness under our revolving credit facility. See Use of Proceeds in this prospectus supplement.
Conflicts of Interest	Affiliates of certain of the underwriters are lenders under our revolving credit facility. In addition, affiliates of the underwriters may hold our commercial paper debt. These affiliates will receive their respective share of any repayment by us of outstanding commercial paper borrowings from the net proceeds of this offering. Each of the underwriters whose affiliates will receive at least 5% of the net proceeds of this offering is considered by Financial Industry Regulatory Authority, Inc., or FINRA, to have a

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conflict of interest with us in regards to this offering. However, no qualified independent underwriter is needed for this offering because the notes are investment grade-rated by one or more nationally recognized statistical rating agencies. See Underwriting Conflicts of Interest.

Ranking

The notes of each series will:

be our senior unsecured obligations;

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rank equally in right of payment with all of our other existing and future unsubordinated debt, including the notes of the other series and any other series of debt securities issued under the indenture relating to the notes;

effectively rank junior to (i) any of our secured debt, to the extent of the value of the collateral securing that debt, and (ii) all existing and future indebtedness and other liabilities of our subsidiaries; and

rank senior in right of payment to all of our future subordinated debt.

As of June 30, 2012, on an as adjusted basis after giving effect to the issuance and sale of the notes and the application of the net proceeds therefrom, we would have had (i) total debt outstanding in the principal amount of approximately \$1,147.3 million, consisting of the notes offered hereby, approximately \$100.0 million of outstanding borrowings under our revolving credit facility, approximately \$214.4 million of outstanding commercial paper borrowings and approximately \$34.0 million of other debt (including a \$7.3 million capital lease), (ii) approximately \$1,185.6 million in remaining availability under our revolving credit facility and (iii) no indebtedness contractually subordinated to the notes.

The indenture for the notes does not limit the amount of unsecured debt that we may incur. The indenture contains restrictions on our ability to incur secured debt unless the same security is also provided for the benefit of holders of the notes of each series.

**Optional Redemption**

At any time prior to their maturity, in the case of the 2017 notes, and at any time prior to July 1, 2022 (the date that is three months prior to the maturity date of the 2022 notes), in the case of the 2022 notes, we may redeem some or all of such notes at the redemption price equal to 100% of the principal amount of the notes redeemed plus a make-whole premium, which is described in this prospectus supplement.

At any time on or after July 1, 2022 (the date that is three months prior to the maturity date of the 2022 notes) we may redeem some or all of the 2022 notes at the redemption price equal to 100% of the principal amount of the 2022 notes redeemed.

In each case, we also will pay accrued and unpaid interest, if any, to, but excluding, the redemption date.

For a more complete description of the optional redemption provisions of the notes, please read [Description of the Notes](#) [Optional Redemption](#).

**Certain Covenants**

The covenants in the indenture relating to the notes include limitations on, among other things, our ability to incur or place liens on our principal assets and those of our subsidiaries without securing



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the notes equally and ratably with the other indebtedness secured by such liens and to engage in certain sale-leaseback transactions, in each case subject to exceptions. The indenture also includes requirements that must be met if we consolidate or merge with, or sell, convey, transfer or lease all or substantially all of our assets to, another entity. For a more complete description of the indenture covenants, please read "Description of Debt Securities - Certain Covenants" in the accompanying prospectus.

**Risk Factors**

Investing in the notes involves risks. Before deciding to invest in the notes, you should carefully consider the matters discussed under the headings "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements," in addition to the risks described under the heading "Risk Factors" in our 2011 Annual Report and the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus.

**Book-Entry, Delivery and Form**

The notes of each series will be represented by one or more permanent global certificates in fully registered form deposited with a custodian for, and registered in the name of, a nominee of The Depository Trust Company.

**No Listing**

We do not intend to apply for the listing of either series of the notes on any securities exchange or for the quotation of either series of the notes on any automated dealer quotation system. We can provide no assurance as to the liquidity of, or development of any trading market for, the notes.

**Further Issuances**

We may create and issue further notes ranking equally and ratably with the 2017 notes or the 2022 notes offered by this prospectus supplement in all respects, so that such further notes will be consolidated and form a single series with the 2017 notes or the 2022 notes offered by this prospectus supplement and will have the same terms as to status, redemption or otherwise.

**Governing Law**

The notes and the indenture relating thereto will be governed by, and construed in accordance with, the laws of the State of New York.

**Trustee**

U.S. Bank National Association.



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The following tables set forth summary consolidated historical financial data as of and for each of the three years ended December 31, 2009, 2010 and 2011 and as of and for each of the six months ended June 30, 2011 and 2012. This data was derived from our audited consolidated financial statements included in our 2011 Annual Report and our unaudited condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q for the six months ended June 30, 2011 and June 30, 2012, each of which is incorporated by reference herein. The financial data below should be read together with, and is qualified in its entirety by reference to, our historical consolidated financial statements and the accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, which are set forth in our 2011 Annual Report and Quarterly Report on Form 10-Q for the six months ended June 30, 2012.

	(in millions)				
	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010	2011	2011	2012
				(unaudited)	
<b>Revenue:</b>					
Subsea Technologies	\$ 3,087.5	\$ 2,730.9	\$ 3,288.1	\$ 1,490.5	\$ 1,840.7
Surface Technologies	818.2	954.3	1,310.8	601.6	791.6
Energy Infrastructure	524.1	454.4	503.4	223.2	276.4
Other revenue and intercompany eliminations	(24.4)	(14.0)	(3.3)	(4.0)	(17.2)
<b>Total revenue</b>	<b>4,405.4</b>	<b>4,125.6</b>	<b>5,099.0</b>	<b>2,311.3</b>	<b>2,891.5</b>
<b>Cost of sales</b>	<b>3,434.5</b>	<b>3,074.0</b>	<b>3,966.2</b>	<b>1,796.6</b>	<b>2,284.0</b>
Selling, general and administrative expenses	389.5	432.0	479.9	231.7	276.4
Research and development expenses	51.3	68.0	90.5	38.2	53.1
<b>Total costs and expenses</b>	<b>3,875.3</b>	<b>3,574.0</b>	<b>4,536.6</b>	<b>2,066.5</b>	<b>2,613.5</b>
Other income (expense), net	(2.7)	(4.9)	(1.4)	4.9	20.1
Income from continuing operations before net interest expense and income taxes	527.4	546.7	561.0	249.7	298.1
Net interest expense	(9.5)	(8.8)	(8.2)	(3.6)	(9.9)
Income from continuing operations before income taxes	517.9	537.9	552.8	246.1	288.2
Provisions for income taxes	155.1	159.6	149.3		