

SMITH INTERNATIONAL INC  
Form S-8 POS  
August 27, 2010

As filed with the Securities and Exchange Commission on August 27, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 2 TO**

**Form S-8 Registration Statement No. 002-76939**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 033-31556**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 033-69840**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 033-56693**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-75763**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-76635**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-76633**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

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**Form S-8 Registration Statement No. 333-65912**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-88918**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-141049**

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 333-153175**

*UNDER*

*THE SECURITIES ACT OF 1933*

## **SMITH INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>95-3822631</b> (I.R.S. Employer Identification No.)
<b>5599 San Felipe, 17th Floor</b>  <b>Houston, Texas</b> (Address of Principal Executive Offices)	<b>77056</b> (Zip code)

**SMITH INTERNATIONAL, INC. 1971 STOCK OPTION PLAN**

**SMITH INTERNATIONAL, INC. 1982 STOCK OPTION PLAN**

**SMITH INTERNATIONAL, INC. EMPLOYEE INVESTMENT PLAN**

**SMITH INTERNATIONAL, INC. 1989 LONG-TERM INCENTIVE COMPENSATION PLAN**

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SMITH INTERNATIONAL, INC. SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

SMITH INTERNATIONAL, INC. STOCK PLAN FOR OUTSIDE DIRECTORS

SMITH INTERNATIONAL, INC. 401(k) RETIREMENT PLAN

M-I RETIREMENT PLAN

WILSON 401(k) RETIREMENT PLAN

GREYBULL RETIREMENT PLAN

SMITH INTERNATIONAL, INC. THIRD AMENDED AND RESTATED 1989 LONG-TERM INCENTIVE COMPENSATION PLAN

(Full title of the plans)

**Francesca Maestroni**

**General Counsel**

**5599 San Felipe, 17th Floor**

**Houston, Texas 77056**

(Name and address of agent for service)

**(713) 513-2000**

(Telephone number, including area code, of agent for service)

*Copy to:*

**J. David Kirkland, Jr.**

**M. Breen Haire**

**Baker Botts L.L.P.**

**One Shell Plaza**

**910 Louisiana Street**

**Houston, Texas 77002**

**(713) 229-1234**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**REMOVAL OF SECURITIES FROM REGISTRATION**

These Post-Effective Amendments relate to the following Registration Statements of Smith International, Inc. ( Smith ), in each case as amended by any post-effective amendments thereto.

**Registration Statement on Form S-8 (File No. 002-76939) pertaining to the registration of 1,000,000 shares of Smith's common stock (the Common Stock) issuable under the Smith International, Inc. 1982 Stock Option Plan, the Smith International, Inc. 1971 Stock Option Plan and the Smith International, Inc. Employee Investment Plan.**

**Registration Statement on Form S-8 (File No. 033-31556) pertaining to the registration of 1,000,000 shares of Common Stock issuable under the Smith International, Inc. 1989 Long-Term Incentive Compensation Plan.**

**Registration Statement on Form S-8 (File No. 033-69840) pertaining to the registration of 20,000 shares of Common Stock issuable under the Smith International, Inc. Stock Plan for Outside Directors.**

**Registration Statement on Form S-8 (File No. 033-56693) pertaining to the registration of 1,500,000 shares of Smith's common stock (the Common Stock) issuable under the Smith International, Inc. 1989 Long-Term Incentive Compensation Plan.**

**Registration Statement on Form S-8 (File No. 333-75763) pertaining to the registration of \$10,000,000 in deferred compensation obligations issuable under the Smith International, Inc. Supplemental Executive Retirement Plan.**

**Registration Statement on Form S-8 (File No. 333-76635) pertaining to the registration of 20,000 shares of Common Stock issuable under the Smith International, Inc. Stock Plan for Outside Directors.**

**Registration Statement on Form S-8 (File No. 333-76633) pertaining to the registration of 2,400,000 shares of Common Stock issuable under the Smith International, Inc. 1989 Long-Term Incentive Compensation Plan.**

**Registration Statement on Form S-8 (File No. 333-65912) pertaining to the registration 20,000 shares of Common Stock issuable under the Smith International, Inc. Stock Plan for Outside Directors.**

**Registration Statement on Form S-8 (File No. 333-88918) pertaining to the registration of 2,300,000 shares of Common Stock issuable under the Smith International, Inc. 1989 Long-Term Incentive Compensation Plan.**

**Registration Statement on Form S-8 (File No. 333-141049) pertaining to the registration of 10,000,000 shares of Common Stock issuable under the Smith International, Inc. 401(k) Retirement Plan, M-I Retirement Plan, Wilson 401(k) Retirement Plan, and the Greybull Retirement Plan.**

**Registration Statement on Form S-8 (File No. 333-153175) pertaining to the registration of 4,000,000 shares of Common Stock issuable under the Smith International, Inc. Third Amended and Restated 1989 Long-Term Incentive Compensation Plan.**

The Registration Statements referred to above are collectively referred to as the Registration Statements; the plans referred to above are collectively referred to as the Plans.

On August 27, 2010, Turnberry Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Schlumberger Limited, merged with and into Smith, with Smith as the surviving corporation (the Merger). As a result of the Merger, Smith became a wholly owned subsidiary of Schlumberger Limited. Smith has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statements.

In accordance with an undertaking made by Smith in the Registration Statements to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, Smith hereby deregisters any and all securities originally reserved for issuance under the Plans and registered under the Registration Statements listed above that remained unissued at the effective time of the Merger.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form S-8 are met and has duly caused this Post-Effective Amendment to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned thereunto duly authorized, in Houston, Texas on the 27th day of August, 2010.

SMITH INTERNATIONAL, INC.

By: /s/ FRANCESCA MAESTRONI  
**Francesca Maestroni**  
**General Counsel**

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRYAN DUDMAN <b>Bryan Dudman</b>	Director	August 27, 2010
/s/ SIMON FARRANT <b>Simon Farrant</b>	Director	August 27, 2010
/s/ DOUGLAS PFERDEHIRT <b>Douglas Pferdehirt</b>	Director	August 27, 2010