

BAKER HUGHES INC
Form 425
February 18, 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**

On February 17, 2015, Halliburton Company issued the following press release:

FOR IMMEDIATE RELEASE

**HALLIBURTON AND BAKER HUGHES ANNOUNCE MEETING DATE AND
RECORD DATE FOR SPECIAL MEETINGS**

HOUSTON February 17, 2015 Halliburton Company (NYSE: HAL) and Baker Hughes Incorporated (NYSE: BHI) today announced that each company will hold a special meeting of stockholders on March 27, 2015, at 9:00 AM Central Time, in connection with Halliburton's pending acquisition of Baker Hughes. Halliburton's special meeting will be held at Halliburton's offices at 3000 North Sam Houston Parkway East, Life Center Auditorium, Houston, Texas 77032, and Baker Hughes' special meeting will be held at 2727 Allen Parkway, Wortham Meeting Room #2, Houston, Texas 77019. Halliburton stockholders will vote on whether to approve the issuance of shares of Halliburton common stock in connection with the acquisition, and Baker Hughes stockholders will vote on whether to approve the merger and the Agreement and Plan of Merger, dated as of November 16, 2014, among Halliburton, a wholly owned subsidiary of Halliburton and Baker Hughes, and, on a non-binding, advisory basis, the compensation payable to Baker Hughes' named executive officers in connection with the merger.

Halliburton stockholders and Baker Hughes stockholders of record at the close of business on February 17, 2015, will be entitled to receive notice of and vote at the respective special meetings.

About Halliburton

Founded in 1919, Halliburton is one of the world's largest providers of products and services to the energy industry. With more than 80,000 employees, representing 140 nationalities in over 80 countries, the company serves the upstream oil and gas industry throughout the lifecycle of the reservoir from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production through the life of the field. Visit the company's website at www.halliburton.com. Connect with Halliburton on [Facebook](#), [Twitter](#), [LinkedIn](#), [Oilpro](#), and [YouTube](#).

About Baker Hughes

Baker Hughes is a leading supplier of oilfield services, products, technology and systems to the worldwide oil and natural gas industry. The company's 62,000-plus employees today work in more than 80 countries helping customers find, evaluate, drill, produce, transport and process hydrocarbon resources. For more information about Baker Hughes, visit: www.bakerhughes.com.

For Halliburton

Investors:

Kelly Youngblood

Halliburton, Investor Relations

Investors@Halliburton.com

281-871-2688

Media:

Emily Mir

Halliburton, Public Relations

PR@Halliburton.com

281-871-2601

For Baker Hughes

Investors:

Trey Clark

Baker Hughes, Investor Relations

trey.clark@bakerhughes.com

713-439-8039

or

Alondra Oteyza

Baker Hughes, Investor Relations

alondra.oteyza@bakerhughes.com

713-439-8822

Media:

Melanie Kania

Baker Hughes, Media Relations

713-439-8303

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 any vote or approval. This communication relates to a proposed business combination between Halliburton and Baker Hughes. In connection with this proposed business combination, on February 17, 2015, Halliburton filed with the SEC an amendment to the registration statement on Form S-4 that was originally filed on December 19, 2014, containing a preliminary joint proxy statement/prospectus of Halliburton and Baker Hughes and other documents related to the proposed transaction. The registration statement was declared effective by the SEC on February 17, 2015. Halliburton and Baker Hughes will each file with the SEC a definitive proxy statement/prospectus, and each of Halliburton and Baker Hughes will file other documents 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 AND IN THEIR ENTIRETY BECAUSE THEY WILL

CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents (if and when available) and other documents filed with the SEC by Halliburton and/or Baker Hughes through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Halliburton will be available free of charge on Halliburton's internet website at <http://www.halliburton.com> or by contacting Halliburton's Investor Relations Department by email at investors@Halliburton.com or by phone at +1-281-871-2688. Copies of the documents filed with the SEC by Baker Hughes will be available free of charge on Baker Hughes' internet website at <http://www.bakerhughes.com> or by contacting Baker Hughes' Investor Relations Department by email at trey.clark@bakerhughes.com or alondra.oteyza@bakerhughes.com or by phone at +1-713-439-8039 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 with the SEC on July 21, 2014 and December 9, 2014. Information about the directors and executive officers of Baker Hughes 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 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 June 10, 2014, September 10, 2014 and December 10, 2014. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the definitive proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.