

SMITH INTERNATIONAL INC  
Form 425  
July 27, 2010

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): July 27, 2010

**SMITH INTERNATIONAL, INC.**

**Delaware**

(State or other jurisdiction of  
incorporation)

**1310 Rankin Road, Houston, Texas 77073**

(Address of principal executive offices) (Zip Code)

**(281) 443-3370**

(Registrant's telephone number, including area code)

**1-8514**

(Commission File Number)

**95-3822631**

(IRS Employer Identification No.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- x Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On July 27, 2010, Schlumberger Limited and Smith International, Inc. issued a joint press release announcing that the Department of Justice has cleared their proposed merger without any conditions, granting early termination of the waiting period required by the Hart-Scott-Rodino Antitrust Improvements Act of 1976 with respect to the proposed merger.

The foregoing description is qualified in its entirety by reference to the press release, which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

| <u>Exhibit No.</u> | <u>Document Designation</u> |
|--------------------|-----------------------------|
|--------------------|-----------------------------|

|      |                                     |
|------|-------------------------------------|
| 99.1 | Press Release, dated July 27, 2010. |
|------|-------------------------------------|



SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Dated: July 27, 2010**

**SMITH INTERNATIONAL, INC.**

By: /s/ Richard E. Chandler, Jr.

Name: Richard E. Chandler, Jr.

Title: Senior Vice President, General Counsel and Secretary

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EXHIBIT INDEX

Exhibit

Number

Description

99.1

Press Release, dated July 27, 2010.

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