

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): September 28, 2017

BAKER HUGHES, A GE COMPANY

(Exact name of registrant as specified in its
charter)

Delaware
(State of Incorporation)

1-38143
(Commission File No.)

81-4403168
(I.R.S. Employer
Identification No.)

**17021 Aldine Westfield Road
Houston, Texas 77073**

Registrant's telephone number, including area code: (713) 439-8600
(former name or former address, if changed since last report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On October 2, 2017, Baker Hughes, a GE company (the “Company”) entered into an amendment (the “Amendment”) to the Stockholders Agreement between the Company and General Electric Company (“GE”) dated July 3, 2017 (the “Stockholders Agreement”). The Stockholders Agreement sets forth, among other things, certain rights of GE and the Company concerning the corporate governance of the Company, transfer restrictions on common stock of the Company held by GE and its affiliates, restrictions on acquisitions of such common stock by GE and its affiliates or dispositions of such common stock held by GE and its affiliates, preemptive rights and related party transactions. The Amendment amends certain provisions of the Stockholders Agreement to reflect a reduction in the size of the board of directors of the Company (the “Board”) to nine members, comprised of five GE Designees and four Non-GE Directors (as such terms are defined in the Stockholders Agreement).

The foregoing descriptions of the Stockholders Agreement and the Amendment are not complete descriptions thereof and are qualified in their entirety by reference to the full text of such agreements, which are filed as Exhibits 10.1 and 10.2 hereto, respectively, and incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Jeffrey R. Immelt, Chairman of the Board, has retired from the Board, effective October 2, 2017. The Board has appointed Lorenzo Simonelli, Director, Chief Executive Officer and President of the Company, as the Chairman of the Board, effective immediately following Mr. Immelt’s retirement.

J. Lary Nichols, director of the Board and chairman of the Board’s Conflicts Committee (a subcommittee of the Board’s Governance & Nominating Committee), has also retired effective October 2, 2017. The Board has designated director Clarence P. Cazalot, Jr. to serve as chairman of the Board’s Conflicts Committee effective immediately following Mr. Nichols’ retirement.

The Company issued the press release attached hereto as Exhibit 99.1 on October 2, 2017, which is incorporated by reference herein.

Item 8.01 Other Events.

On October 2, 2017, the governance principles of the Company were amended to provide for the appointment and duties of a lead director of the Board. The Board elected director W. Geoffrey Beattie to serve as lead director of the Board, effective October 2, 2017.

The Board also designated director Lynn L. Elsenhans to serve on the Board’s Governance & Nominating Committee and the Conflicts Committee, effective October 2, 2017.

The Company issued the press release attached hereto as Exhibit 99.1 on October 2, 2017, which is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1 | Stockholders Agreement, dated as of July 3, 2017, between Baker Hughes, a GE company and General Electric Company (incorporated by reference to Exhibit 10.1 of the Form 8-K12B of the Company dated July 3, 2017). |
| 10.2 | Amendment to the Stockholders Agreement, dated as of October 2, 2017, to the Stockholders Agreement, dated as of July 3, 2017, between Baker Hughes, a GE company and General Electric Company. |
| 99.1 | News Release of Baker Hughes, a GE company, dated October 2, 2017. |
-

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 10.1	<u>Stockholders Agreement, dated as of July 3, 2017, between Baker Hughes, a GE company and General Electric Company (incorporated by reference to Exhibit 10.1 of the Form 8-K12B of the Company dated July 3, 2017).</u>
Exhibit 10.2	<u>Amendment to the Stockholders Agreement, dated as of October 2, 2017, to the Stockholders Agreement, dated as of July 3, 2017, between Baker Hughes, a GE company and General Electric Company.</u>
Exhibit 99.1	<u>News Release of Baker Hughes, a GE company, dated October 2, 2017.</u>

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.

BAKER HUGHES, A GE COMPANY

Dated: October 2, 2017

By: _____
/s/ Lee Whitley
Lee Whitley
Corporate Secretary

**AMENDMENT TO THE
STOCKHOLDERS AGREEMENT**

This AMENDMENT, dated as of October 2, 2017 (this "Amendment"), to the Stockholders Agreement, dated as of July 3, 2017 (the "Original Agreement"), is entered into by and between General Electric Company, a New York corporation ("GE") and Baker Hughes, a GE company, a Delaware corporation ("BHGE"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Original Agreement.

WHEREAS, GE and BHGE entered into the Original Agreement on July 3, 2017;

WHEREAS, pursuant to Section 7.8 of the Original Agreement, the Original Agreement may be amended or modified by a written instrument signed by the parties hereto, provided that any material amendment or modification of the Original Agreement shall require the prior written approval of the Conflicts Committee;

WHEREAS, this Amendment and the actions contemplated herein have been approved in writing by the Conflicts Committee; and

WHEREAS, the parties hereto desire to amend the Original Agreement to reflect a reduction in the size of the Company Board to nine members comprised of five GE Designees and four Non-GE Directors.

NOW, THEREFORE, for good and valuable consideration, and intending to be legally bound hereby, GE and BHGE hereby agree as follows:

1. The first sentence of Section 3.2(a) of the Original Agreement is hereby amended and restated as follows: "Until the Trigger Date, in connection with any annual or special meeting of the stockholders of the Company at which directors shall be elected, GE shall have the right to designate five (5) persons for nomination by the Company Board for election to the Company Board (each person so designated, a "GE Designee")."

2. Except as expressly set forth in this Amendment, this Amendment does not, by implication or otherwise, alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Original Agreement.

3. Each reference to "hereto", "hereunder", "herein" and "hereof" and each other similar reference and each reference to "this Agreement" and each other similar reference contained in the Original Agreement shall, after this Amendment becomes effective, refer to the Original Agreement as amended hereby.

4. Sections 7.2, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, 7.11 and 7.12 of the Original Agreement is incorporated herein by reference, *mutatis mutandis*.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorize.

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira
Name: Christoph A. Pereira
Title: Vice President, Chief Corporate,
Securities and Finance Counsel

BAKER HUGHES, A GE COMPANY

By: /s/ William D. Marsh
Name: William D. Marsh
Title: Chief Legal Officer



BHGE Elects CEO Lorenzo Simonelli as Chairman of the BHGE Board

Houston & London – 2 October, 2017 – Baker Hughes, a GE company (NYSE: BHGE) today announced that its board of directors has elected BHGE President and Chief Executive Officer (CEO) Lorenzo Simonelli as chairman of the BHGE board, effective October 2. Simonelli will continue in his president and CEO role, which he has held since the closing of the combination of Baker Hughes Incorporated and GE's Oil and Gas business on July 3, 2017. Simonelli replaces former GE Chairman and CEO Jeff Immelt, who retired from the BHGE board of directors effective October 2.

"I am honored to take on the added role of chairman and further help BHGE win in the market and deliver for our shareholders," Chairman and CEO Lorenzo Simonelli said. "We have a differentiated fullstream portfolio, a great team and valued customers. We are making the right moves to compete in the down cycle and position the company for long-term value creation. I look forward to serving the board, the company and shareholders."

In addition to Immelt's departure, BHGE board member Larry Nichols has announced his decision to resign from the board. Nichols served as a member of the legacy Baker Hughes Incorporated board, and for the past 16 years has provided valuable counsel and board leadership. With these two resignations, BHGE has reduced the size of its board to nine members and has named current GE-designee BHGE board member W. Geoffrey Beattie as the new lead director.

GE owns approximately 62.5% of BHGE, and retains five designated seats on the BHGE board.

"BHGE is a valued and strategic energy business and an important part of the GE portfolio," GE Chairman and CEO John Flannery said. "With Lorenzo's new chairmanship, the strong GE representation and the experience of the legacy Baker Hughes Incorporated board members, the board leadership is in good hands."

About Baker Hughes, a GE company

Baker Hughes, a GE company (NYSE: BHGE) is the world's first and only fullstream provider of integrated oilfield products, services and digital solutions. We deploy minds and machines to enhance customer productivity, safety and environmental stewardship, while minimizing costs and risks at every step of the energy value chain. With operations in over 120 countries, we infuse over a century of experience with the spirit of a startup – inventing smarter ways to bring energy to the world.

Contacts:

Media Relations:

Stephanie Cathcart, +1 202-549-6462
stephanie.cathcart@bhge.com

Melanie Kania, +1 713-439-8303
melanie.kania@bhge.com

Investor Relations:

Philipp Mueller, +1 281-809-9088
investor.relations@bhge.com

Source: Baker Hughes, a GE company (BHGE)
