

**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): June 27, 2019

**BAKER HUGHES, A GE
COMPANY**

**BAKER HUGHES, A GE
COMPANY, LLC**

(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.)

Delaware
(State of Incorporation) 1-09397
(Commission File No.)

76-0207995
(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))

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Class A Common Stock, par value \$0.0001 per share | BHGE | New York Stock Exchange |

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 8.01 Other Events.

On June 27, 2019, Baker Hughes, a GE company (“BHGE”) received from General Electric Company (“GE”) an action by written consent of stockholders (the “Written Consent”) executed by GE and certain of its affiliates (the “GE Group”) intended to approve in advance any issuance or issuances of securities of BHGE to the GE Group in connection with the exercise of the Existing GE Purchase Rights (as defined below) that may require prior stockholder approval under the rules and regulations of the NYSE (the “NYSE Rules”) in the event GE is deemed a “Related Party” under such rules and regulations, together with a request that BHGE deliver to stockholders the notice of such action required under Section 228(e) of the General Corporation Law of the State of Delaware. The GE Group currently holds approximately 50.3% of the voting power of the combined classes of outstanding common stock of BHGE. The Written Consent is under review by BHGE.

Under the Amended and Restated Stockholders Agreement, dated as of November 13, 2018, between GE and BHGE (as amended from time to time in accordance with the terms thereof, the “Stockholders Agreement”) the GE Group has the existing right to purchase their *pro rata* portion of any securities of BHGE (other than certain excluded securities) that BHGE proposes to issue or sell (the “Existing Preemptive Rights”). In addition, under the Amended and Restated Limited Liability Company Agreement, dated as of July 3, 2017, among Baker Hughes, a GE company, LLC and its members, the GE Group has the existing right to acquire shares of Class B common stock from BHGE in certain circumstances, including in connection with the issuance of shares of Class A common stock under an equity incentive or similar plan, and where the GE Group is permitted under the terms of the Stockholders Agreement to purchase additional shares of Class A common stock (together with the Existing Preemptive Rights, the “Existing GE Purchase Rights”).

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the cover letter sent by GE to BHGE filed as Exhibit 99.1 hereto, as well as the full text of the written consent enclosed with cover letter and filed as Exhibit 99.2 hereto, each of which is incorporated by reference in its entirety into this Form 8-K.

Item 9.01 Exhibits.

(d) Exhibits.

[99.1](#) [Cover Letter dated June 27, 2019](#)

[99.2](#) [Written Consent of Stockholders dated June 27, 2019](#)

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|-------------------------------------|
| 99.1 | Cover Letter dated June 27, 2019 |
| 99.2 | Written Consent dated June 27, 2019 |



Christoph Pereira
Vice President, Chief Risk Officer
Chief Corporate Counsel
General Electric Company
41 Farnsworth Street
Boston, MA 02210
T +1 617 443 2952
christoph.pereira@ge.com

June 27, 2019

Baker Hughes, a GE company
17021 Aldine Westfield Road
Houston, Texas 77073
Attention: William D. Marsh, Chief Legal Officer
Lee Whitley, Corporate Secretary

Please find enclosed an action by written consent of stockholders of Baker Hughes, a GE company (the "Company"), duly executed by General Electric Company and certain of its affiliates that together hold a majority of the voting power of the issued and outstanding shares of Class A and Class B common stock, both classes of which are \$0.0001 par value per share, of the Company.

We also enclose for your convenience a form of the notice which is required to be promptly given to the Company's stockholders pursuant to Section 228(e) of the General Corporation Law of the State of Delaware and request that you distribute it as required by that section.

[Signature Page Follows]

If you have any questions regarding the foregoing or the enclosed written consent of stockholders, please do not hesitate to contact us.

Sincerely,

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira

Name: Christoph A. Pereira

Title: Vice President, Chief Risk Officer and
Chief Corporate Counsel

cc:

The Corporation Trust Company, as registered agent of the Company

Enclosures

BAKER HUGHES, A GE COMPANY
ACTION BY WRITTEN CONSENT OF STOCKHOLDERS

June 27, 2019

The undersigned stockholders (together, the “GE Group”) of Baker Hughes, a GE company, a Delaware corporation (the “Company”), constituting the holders of a majority of the voting power of the issued and outstanding shares of Class A and Class B common stock, both classes of which are \$0.0001 par value per share, of the Company (“Company Common Stock”), voting together as a single class, acting pursuant to Section 228 of the General Corporation Law of the State of Delaware (the “DGCL”) and Article I, Section 1.10 of the Second Amended and Restated Bylaws of the Company (the “Bylaws”), DO HEREBY CONSENT (this Action by Written Consent of Stockholders, this “Consent”) to the adoption of, and DO HEREBY ADOPT, the following resolutions effective immediately upon delivery to the Company in accordance with Section 228 of the DGCL and Article I, Section 1.10 of the Bylaws.

Approval of Future Issuances

WHEREAS, on October 30, 2016, General Electric Company, a New York corporation (“GE”), Baker Hughes Incorporated, a Delaware corporation (“BHI”), and the other parties thereto entered into that certain Transaction Agreement and Plan of Merger (as amended on March 27, 2019, the “Transaction Agreement”);

WHEREAS, on June 30, 2017, the stockholders of BHI adopted the Transaction Agreement and approved the transactions contemplated thereby, including, among others, the execution, delivery and performance of the Amended and Restated Stockholders Agreement, dated as of November 13, 2018, by and between GE and the Company (as amended from time to time thereafter in accordance with the terms thereof, the “Stockholders Agreement”), the Exchange Agreement, dated as of July 3, 2017, by and among GE, the Company and Baker Hughes, a GE company, LLC (“BHGE LLC”) (as amended from time to time in accordance with the terms thereof, the “Exchange Agreement”), and the Amended and Restated Limited Liability Company Agreement of BHGE LLC, dated as of July 3, 2017, by and among BHGE LLC and its members (as amended from time to time in accordance with the terms thereof, the “BHGE LLC Agreement”);

WHEREAS, pursuant to the Stockholders Agreement, the GE Group has the right (the “Preemptive Rights”) to purchase its pro rata portion of any securities of the Company, other than Excluded Securities (as defined in the Stockholders Agreement), that the Company proposes to issue or sell;

WHEREAS, pursuant to the BHGE LLC Agreement, the GE Group has the right (the “Top-Up Rights” and, together with the Preemptive Rights, the “GE Purchase Rights”) in certain circumstances to acquire Paired Interests (as defined in the Exchange Agreement);

WHEREAS, pursuant to the rules of the New York Stock Exchange (“NYSE”), stockholder approval is required prior to any issuance or sale of common stock, or securities convertible into or exercisable for common stock (a “Stock Issuance”), in any transaction or series of related transactions with any director, officer or substantial security holder of the company (each, a “Related Party”), if the number of shares of common stock to be issued, or if the number of shares of common stock into which the securities may be converted or exercised, exceeds a threshold percentage of the number of shares of common stock or of the voting power outstanding before the issuance or sale;

WHEREAS, the GE Group may be deemed to be a Related Party under (and as defined in) NYSE rules and regulations; and

WHEREAS, the GE Group has determined that it is desirable that the stockholders of BHGE approve any future Stock Issuances from time to time by the Company to any members of the GE Group, or any other affiliates of GE, in connection with or related to any exercise of the GE Purchase Rights.

NOW, THEREFORE, BE IT:

RESOLVED, that any Stock Issuance, including for the avoidance of doubt any issuances of Company Common Stock or Paired Interests, by the Company (it being understood that such reference to "Company" shall include BHGE LLC in respect of any issuance of Paired Interests) to one or more members of the GE Group, or any other affiliates of GE, in connection with or related to any exercise of the GE Purchase Rights from time to time be, and hereby is, approved (the "Approval");

RESOLVED, FURTHER, that the Approval constitutes any stockholder approval or consent required for purposes of NYSE rule 312.03;

RESOLVED, FURTHER, that this Consent and the resolutions set forth herein shall be effective upon delivery to the Company in accordance with Section 228 of the DGCL and Article I, Section 1.10 of the Bylaws;

RESOLVED, FURTHER, that this Consent may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same written consent; and

RESOLVED, FURTHER, that the corporate secretary of the Company be, and hereby is, directed to file this Consent with the minutes of the proceedings of the stockholders of the Company.

[Signature page follows.]

IN WITNESS WHEREOF, each of the undersigned stockholders has executed this Action by Written Consent of Stockholders as of the date first written above.

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira
Name: Christoph A. Pereira
Title: Vice President, Chief Risk Officer
and Chief Corporate Counsel
Shares held: 23,369,778

GE OIL & GAS US HOLDINGS IV, INC.

By: /s/ Victoria Vron
Name: Victoria Vron
Title: Vice President & Secretary
Shares held: 48,896,204

GE HOLDINGS (US), INC.

By: /s/ Victoria Vron
Name: Victoria Vron
Title: Vice President & Secretary
Shares held: 5,403,956

GE OIL & GAS US HOLDINGS I, INC

By: /s/ Victoria Vron
Name: Victoria Vron
Title: Vice President & Secretary
Shares held: 443,873,157

[Signature Page to Action by Written Consent of Stockholders]
