



2020 Notice of Annual Meeting & Proxy Statement

May 20, 2020 | Houston, TX



April 9, 2020

Dear Stockholder:

You are cordially invited to attend the 2020 Annual Meeting of Stockholders of NOW Inc., which will be held on Wednesday, May 20, 2020 at 10:00 a.m., local time, at the Company's corporate headquarters located at 7402 N. Eldridge Parkway, Houston, Texas 77041.

The accompanying notice of meeting and proxy statement contain information regarding the matters to be voted on at the meeting in the formal Notice of Meeting and Proxy Statement, which are included on the following pages of this booklet.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented and voted at the meeting, so please submit your proxy as soon as possible. You may vote by mailing a completed proxy card, by telephone, or over the Internet. If you so desire, you may withdraw your proxy and vote in person at the meeting.

Also included in this booklet as Appendix A is NOW Inc.'s 2019 Annual Report on Form 10K, which we are distributing to the Company's stockholders in lieu of a separate annual report.

We intend to hold our annual meeting in person, but we recognize that our shareholders may have public health and travel concerns. We are monitoring the recommendations of public health officials as they issue new guidance in light of the evolving coronavirus (COVID-19) situation. As a result, we may implement new procedures or limitations for meeting attendees or may decide to hold the meeting in a different location or by means of remote communication (i.e. a virtual-only meeting). We plan to announce that decision in advance and additional details will be provided on our website (www.distributionnow.com) and filed with the SEC. We encourage you to check our website for updates prior to the meeting if you plan to attend.

Thank you for your continued support of and interest in NOW Inc.

Sincerely,

Dick Alario
Interim Chief Executive Officer



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**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS**

**Wednesday, May, 20, 2020
10:00 a.m. (Houston time)**

NOW INC.
7402 N. Eldridge Parkway
Houston, Texas 77041

The 2020 annual meeting of stockholders of NOW Inc. will be held at the Company’s corporate headquarters located at 7402 N. Eldridge Parkway, Houston, Texas on Wednesday, May 20, 2020, at 10:00 a.m. local time, for the following purposes:

- To elect three directors to hold office for a three-year term;
- To consider and act upon a proposal to ratify the appointment of Ernst & Young LLP as independent auditors of the Company for 2020;
- To consider and act upon an advisory proposal to approve the compensation of our named executive officers;
- To consider and act upon a proposal to amend our Certificate of Incorporation and declassify the Board of Directors beginning with director terms expiring in 2021; and
- To consider and act upon any other matters that may properly come before the annual meeting or any postponement or adjournment thereof.

The Board of Directors recommends that you vote “FOR” the election of the three nominees for director (Proposal 1), “FOR” the proposal to ratify the appointment of Ernst & Young LLP as independent auditors of the Company for 2020 (Proposal 2), “FOR” the approval of the compensation of our named executive officers (Proposal 3), and “FOR” the approval of the amendment of the Certification of Incorporation and declassification of the Board of Directors beginning with director terms expiring in 2021 (Proposal 4).

The Board of Directors has set April 1, 2020 as the record date for the annual meeting of the stockholders (“Annual Meeting”). If you were a stockholder of record at the close of business on April 1, 2020, you are entitled to vote at the Annual Meeting. A complete list of these stockholders will be available for examination at the Annual Meeting and during ordinary business hours at our offices at 7402 N. Eldridge Parkway, Houston, Texas 77041 for a period of ten days prior to the Annual Meeting.

You are cordially invited to join us at the Annual Meeting. However, to ensure your representation, we request that you return your signed proxy card at your earliest convenience, whether or not you plan to attend the Annual Meeting. You may revoke your proxy at any time if you wish to attend and vote in person.

We intend to hold our annual meeting in person, but we recognize that our shareholders may have public health and travel concerns. We are monitoring the recommendations of public health officials as they issue new guidance in light of the evolving coronavirus (COVID-19) situation. As a result, we may implement new procedures or limitations for meeting attendees or may decide to hold the meeting in a different location or by means of remote communication (i.e. a virtual-only meeting). We plan to announce that decision in advance and additional details will be provided on our website (www.distributionnow.com) and filed with the SEC. We encourage you to check our website for updates prior to the meeting if you plan to attend.

By Order of the Board of Directors

/s/ Raymond Chang

Raymond Chang

Vice President, General Counsel and Secretary

Houston, Texas
April 9, 2020

NOW INC.
7402 N. Eldridge Parkway
Houston, Texas 77041

PROXY STATEMENT

Except as otherwise specifically noted in this Proxy Statement, “NOW”, the “Company,” “we,” “our,” “us,” and similar words in this Proxy Statement refer to NOW Inc.

ANNUAL MEETING: Date: Wednesday, May 20, 2020
 Time: 10:00 a.m. (Houston time)
 Place: DistributionNOW
 7402 N. Eldridge Parkway
 Houston, Texas 77041

AGENDA:

Proposal 1: To elect three nominees as directors of the Company for a term of three years.

Proposal 2: To ratify the appointment of Ernst & Young LLP as independent auditors of the Company.

Proposal 3: To approve, on an advisory basis, the compensation of our named executive officers.

Proposal 4: To approve the amendment of our Certificate of Incorporation and declassify the Board of Directors beginning with director terms expiring in 2021.

The Board of Directors recommends that you vote “FOR” the election of the three nominees for director (Proposal 1), “FOR” the proposal to ratify the appointment of Ernst & Young LLP as independent auditors of the Company for 2020 (Proposal 2), “FOR” the approval of the compensation of our named executive officers (Proposal 3), and “FOR” the approval of the amendment of the Certification of Incorporation and declassification of the Board of Directors beginning with director terms expiring in 2021 (Proposal 4).

**RECORD DATE/
WHO CAN VOTE:** All stockholders of record at the close of business on April 1, 2020 are entitled to vote. The only class of securities entitled to vote at the Annual Meeting is NOW common stock. Holders of NOW common stock are entitled to one vote per share at the Annual Meeting.

PROXIES SOLICITED BY: Your vote and proxy is being solicited by the Board of Directors for use at the Annual Meeting. This Proxy Statement and enclosed proxy card is being sent on behalf of the Board of Directors to all stockholders beginning on or about April 9, 2020. By completing, signing and returning your proxy card, you will authorize the persons named on the proxy card to vote your shares according to your instructions.

PROXIES:

If your properly executed proxy does not indicate how you wish to vote your common stock, the persons named on the proxy card will vote FOR election of the three nominees for director (Proposal 1), FOR the ratification of the appointment of Ernst & Young LLP as independent auditors (Proposal 2), FOR the approval of the compensation of our named executive officers (Proposal 3), and FOR the approval of the amendment of the Certification of Incorporation and declassification of the Board of Directors beginning with director terms expiring in 2021 (Proposal 4).

REVOKING YOUR PROXY:

You can revoke your proxy at any time prior to the time that the vote is taken at the meeting by: (i) filing a written notice revoking your proxy; (ii) filing another proxy bearing a later date; or (iii) casting your vote in person at the Annual Meeting. Your last vote will be the vote that is counted.

QUORUM:

As of April 1, 2020, there were 110,352,925 shares of NOW common stock issued and outstanding. The holders of these shares have the right to cast one vote for each share held by them. The presence, in person or by proxy, of stockholders entitled to cast at least 55,176,463 votes constitutes a quorum for adopting the proposals at the Annual Meeting. Abstentions will be included in determining the number of shares present at the meeting for the purpose of determining a quorum, as will broker non-votes. A broker non-vote occurs when a broker is not permitted to vote on a matter without instructions from the beneficial owner of the shares and no instruction is given. If you have properly signed and returned your proxy card by mail, you will be considered part of the quorum, and the persons named on the proxy card will vote your shares as you have instructed them.

VOTE REQUIRED FOR APPROVAL:

For the proposal to elect the three director nominees (Proposal 1), our bylaws require that each director nominee be elected by the majority of votes cast with respect to such nominee (i.e., the number of shares voted “for” a director nominee must exceed the number of shares voted “against” that nominee). For additional information regarding our majority voting policy, see page 7 of the proxy statement. You cannot abstain in the election of directors and broker non-votes are not counted. **Brokers are not permitted to vote your shares on the election of directors in the absence of your specific instructions as to how to vote. Please provide your broker with voting instructions so that your vote can be counted.**

Approval of the proposal to ratify the appointment of Ernst & Young LLP as independent auditors (Proposal 2), and the proposal to approve the compensation of our named executive officers (Proposal 3), will require the affirmative vote of a majority of the shares of our common stock entitled to vote and present in person or by proxy. Approval of the proposal to approve the amendment of our Certificate of Incorporation and declassify the Board of Directors beginning with director terms expiring in 2021 (Proposal 4) will require the affirmative vote of at least eighty (80%) of the outstanding shares of our common stock entitled to vote and represented in person or by proxy. An abstention will have the

same effect as a vote “against” such proposal. **With respect to Proposals 3 and 4, brokers are not permitted to vote your shares in the absence of your specific instructions as to how to vote. Please provide your broker with voting instructions so that your vote can be counted.**

**MULTIPLE
PROXY CARDS:**

If you receive multiple proxy cards, this indicates that your shares are held in more than one account, such as two brokerage accounts, and are registered in different names. You should vote each of the proxy cards to ensure that all of your shares are voted.

HOUSEHOLDING:

The U.S. Securities and Exchange Commission, or SEC, has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a copy of these materials, other than the Proxy Card, to those stockholders. This process, which is commonly referred to as “householding,” can mean extra convenience for stockholders and cost savings for the Company. Beneficial stockholders can request information about householding from their banks, brokers, or other holders of record. Through householding, stockholders of record who have the same address and last name will receive only one copy of our Proxy Statement and Annual Report, unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. This procedure will reduce printing costs and postage fees.

Stockholders who participate in householding will continue to receive separate Proxy Cards. If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of Proxy Statements and Annual Reports, or if you hold stock in more than one account and wish to receive only a single copy of the Proxy Statement or Annual Report for your household, please contact Broadridge Householding Department, in writing, at 51 Mercedes Way, Edgewood, New York 11717, or by phone at (800) 542-1061. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Proxy Statement and Annual Report, please notify your broker if you are a beneficial stockholder.

**SPECIAL NOTICE
REGARDING THE
IMPACT OF
CORONAVIRUS (COVID-
19) ON THE ANNUAL
MEETING:**

We intend to hold our annual meeting in person. However, we are sensitive to the public health and travel concerns our shareholders may have and recommendations that public health officials, including the World Health Organization and Centers for Disease Control and Prevention, may issue in light of the evolving coronavirus (COVID-19) situation. The health and safety of our employees and stockholders is our top priority, and as a result, we may impose additional procedures or limitations on meeting attendees or may decide to hold the meeting in a different location or solely by means of remote communication (i.e., a virtual-only meeting). If we make these changes, we will promptly issue a press release with details on how to participate at the Annual Meeting on our website (www.distributionnow.com) and file them with

the SEC as additional proxy materials. We encourage you to check this website prior to the meeting if you plan to attend. In light of recent developments, we encourage you to vote your shares prior to the annual meeting.

**COST OF PROXY
SOLICITATION:**

We have retained Okapi Partners LLC to solicit proxies from our stockholders at an estimated fee of \$12,500, plus expenses. This fee does not include the costs of preparing, printing, assembling, delivering and mailing the Proxy Statement. The Company will pay for the cost of soliciting proxies. Some of our directors, officers, and employees may also solicit proxies personally, without any additional compensation, by telephone or mail. Proxy materials also will be furnished without cost to brokers and other nominees to forward to the beneficial owners of shares held in their names.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on Wednesday, May 20, 2020.

The Company's 2020 Proxy Statement and the Annual Report to Stockholders for the year ended 2019 are also available at:

<http://www.proxyvote.com>

For directions to the Annual Meeting, please contact investor relations at 281-823-4700.

PLEASE VOTE -- YOUR VOTE IS IMPORTANT

**ELECTION OF DIRECTORS
PROPOSAL NO. 1 ON THE PROXY CARD**

The Board of Directors of NOW Inc. (the “Board”) is divided into three classes, each class serving a term of three years. Directors whose terms expire this year include: Richard Alario, Paul Coppinger, and Rodney Eads.

Richard Alario, Paul Coppinger, and Rodney Eads are nominees for directors, each for a three-year term expiring at the Annual Meeting in 2023, or when their successors are elected and qualified. We believe each of the nominees will be able to serve if elected. However, if any nominee is unable to serve, the remaining members of the Board have authority to nominate another person, elect a substitute, or reduce the size of the Board. Directors whose terms expire in 2021 and 2022 will continue to serve in accordance with their prior election or appointment. Proxies cannot be voted for a greater number of persons than the number of nominees named.

Vote Required for Approval

NOW's Bylaws require that each director be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted "for" a director nominee must exceed the number of votes cast "against" that nominee). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors would be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. Whether an election is contested or not is determined as of a date that is 14 days in advance of when we file our definitive proxy statement with the SEC. This year's election was determined to be an uncontested election, and the majority vote standard will apply. If a nominee who is serving as a director is not elected at the annual meeting, Delaware law provides that the director would continue to serve on the Board as a "holdover director." However, under our Bylaws and Corporate Governance Guidelines, each director must submit an advance, contingent, irrevocable resignation that the Board may accept if the director fails to be elected through a majority vote. In that situation, the Nominating/Corporate Governance Committee would make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board will act on the Nominating/Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date the election results are certified. If a nominee who was not already serving as a director fails to receive a majority of votes cast at the annual meeting, Delaware law provides that the nominee does not serve on the Board as a "holdover director." In 2020, all director nominees are currently serving on the Board.

Brokers are not permitted to vote your shares on the election of directors in the absence of your specific instructions as to how to vote. Please provide your broker with voting instructions so that your vote can be counted.

Information Regarding Nominees for Director for Terms Expiring in 2020:

Name	Age	Expiration Date of Current Term	Biography	Year First Became Director
Richard Alario	65	2020	Mr. Alario has been a director of the Company since May 2014. Mr. Alario has served as interim Chief Executive Officer of the Company since November 2019. Mr. Alario served as Chief Executive Officer and director of Key Energy Services, Inc., a provider of oilfield services, from 2004 until his retirement in March 2016. Prior to joining Key Energy Services, Mr. Alario was employed by BJ Services Company, an oilfield services company, where he served as Vice President from 2002 after his prior employer OSCA, Inc. was acquired by BJ Services. Prior to joining BJ Services, Mr. Alario had over 21 years of service in various capacities with OSCA, Inc., an oilfield services company, most recently having served as its Executive Vice President. He currently serves as ex-officio chairman of the National Ocean Industries Association. He is also a director of Kirby Corporation, serving as its presiding director and chairman of its Corporate Governance Committee. He is also Executive Chairman of Fluid Delivery Solutions, LLC and is a member of the Board of Managers of Sable Permian Resources.	2014
Paul Coppinger	59	2020	Mr. Coppinger has been a director of the Company since December 2017. Mr. Coppinger has served as Division President of Weir Oil & Gas, which is part of Weir Group PLC, a publicly traded company listed on the London Stock Exchange, since 2014. From 2012 to 2014, Mr. Coppinger served as President, Pressure Pumping, for the Weir Group, and from 2011 to 2012 as President of Weir SPM. Prior to that, Mr. Coppinger was Group President of the Energy Segment of CIRCOR International, Inc. from 2001 to 2011. Mr. Coppinger has served on the board of directors of Petroleum Equipment & Services Association (PESA) since 2007.	2017

Name	Age	Expiration Date of Current Term	Biography	Year First Became Director
Rodney Eads	69	2020	<p>Mr. Eads has been a director of the Company since May 2014. Mr. Eads has served as President of Eads Holdings, LLC, a wholly owned private investment firm since 2009. Mr. Eads provides advisory and due diligence services for numerous private equity entities, with deep expertise in Enterprise Risk Management and Crisis Management. He served as a director from 2010 to 2015 for private equity owned Nautronix UK Limited. Mr. Eads previously served as Chief Operating Officer and Executive Vice President of Pride International Inc. (NYSE) from 2006 until 2009, where he was responsible for safety, environmental, and regulatory compliance for offshore operations and South American and eastern hemisphere land assets operating in 15 countries. He also managed a public company spin-off in 2009 of Seahawk Drilling Company. He served as Senior Vice President of Worldwide Operations for Diamond Offshore Drilling Inc. (NYSE) from 1997 until 2006, with responsibility for safety, environmental, and regulatory compliance in 12 countries. From 1977 to 1997, he served in several executive and operations management positions with Exxon Corporation, primarily in international assignments spanning 11 countries, providing engineering, business planning and project analysis, and compliance for safety, environmental, and regulatory requirements. Mr. Eads has managed global workforces as large as 14,000 employees, managed operating budgets of \$1B per year, and capital projects exceeding \$3B.</p>	2014

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF THE ELECTION OF THE THREE NOMINEES FOR DIRECTOR.

Information Regarding Continuing Directors:

Name	Age	Expiration Date of Current Term	Biography	Year First Became Director
Terry Bonno	62	2021	Ms. Bonno has been a director of the Company since May 2014. Ms. Bonno served as a Senior Vice President of Industry and Community Relations for Transocean Ltd. since 2017, until her retirement in October 2018. Ms. Bonno previously served as Senior Vice President of Marketing for Transocean Ltd. from 2011 and Vice President Marketing from 2008 with oversight of Transocean’s marketing in 14 countries. Prior to this role, she served in various director and management roles at Transocean Ltd. leading the marketing and contracts efforts for West Africa and the Americas from 2001 until 2008. She served in a Director Marketing and Contracts role for Turnkey Drilling with RBFalcon and Global Marine (a wholly owned subsidiary of Applied Drilling Technology Inc. (ADTI)) from 1993 until 2001, who later became acquired by Transocean Ltd. During her time with Global Marine from 1982 to 1999 she served in various Accounting Management roles.	2014
Galen Cobb	66	2021	Mr. Cobb has been a director of the Company since May 2014. Mr. Cobb has served as Vice President Industry Relations for Halliburton since 2002, and is responsible for Halliburton’s industry relations global activities, energy trade policy issues, executive client relations, and trade organization oversight. He has worked for Halliburton for over forty years serving in various executive management positions in operations, marketing, sales and business development. From 1991 to 1994, he was Director CIS and China with oversight in establishing Halliburton’s presence and operations in these emerging markets. Later he was named Director Executive Sales and Business Development with expanded responsibilities for the worldwide development and promotion of Halliburton’s services and products.	2014

Name	Age	Expiration Date of Current Term	Biography	Year First Became Director
James Crandell	66	2021	Mr. Crandell has been a director of the Company since May 2014. Mr. Crandell served as Managing Director of Cowen and Company from 2013 to 2016. Mr. Crandell served as Managing Director of Dahlman Rose from 2011 until its acquisition by Cowen and Company in 2013. Previously, he served as Managing Director at Barclays Capital plc from 2008 until 2011. Mr. Crandell was Managing Director for Lehman Brothers starting in 1999 until its acquisition by Barclays Capital in 2008. From 1981 until 1998, he held various posts at Salomon Brothers, including managing director, senior oil services analyst and director of U.S. equity research, before his promotion to global coordinator of equity research in 1994. Mr. Crandell has more than 30 years of experience as a Wall Street analyst focusing on oilfield services & equipment. He currently serves as a director of Independence Contract Drilling, Inc.	2014
J. Wayne Richards	60	2022	Mr. Richards has been a director of the Company since May 2014, and has served as the Company's independent Chairman of the Board since August 2017. Mr. Richards has served as President and Chief Executive Officer of GR Energy Services, Inc., an oilfield products and services company focused primarily on onshore production and downhole completions services in North America, since 2013. Previously, he was President and Chief Executive Officer of Global Oilfield Services, a privately held oilfield products and services company focused on the artificial lift sector, from 2008 until 2011, when it was purchased by Halliburton. Mr. Richards served as Vice President of Artificial Lift for Halliburton from 2011 to 2013. Earlier in his career, Mr. Richards spent 25 years in various senior operational and sales and marketing positions at Schlumberger.	2014

COMMITTEES AND MEETINGS OF THE BOARD

Committees

The Board of Directors appoints committees to help carry out its duties. The Board of Directors has the following standing committees: Audit, Compensation, and Nominating/Corporate Governance. Last year, the Board of Directors met five times and the committees met a total of 12 times. The following table sets forth the committees of the Board of Directors and their members as of the date of this proxy statement, as well as the number of meetings each committee held during 2019:

Director	Audit Committee	Compensation Committee	Nominating/Corporate Governance Committee
Richard Alario (1)		+	•
Terry Bonno	•		
Galen Cobb	•		
Paul Coppinger		•	+
James Crandell		•	•
Rodney Eads	+		
J. Wayne Richards (2)	•	+	•
Number of Meetings Held in 2019	8	2	2

(+) Denotes Chair

- (1) Mr. Alario served as the Chairman of the Compensation Committee and a member of the Nominating/Corporate Governance Committee until his appointment as interim Chief Executive Officer in November 2019. Upon his appointment as interim Chief Executive Officer, Mr. Alario resigned from both committees.
- (2) Upon Mr. Alario's appointment as interim Chief Executive Officer and subsequent resignation from the Compensation Committee and Nominating/Corporate Governance Committee, Mr. Richards accepted the Chairman position of the Compensation Committee and joined as a member of the Nominating/Corporate Governance Committee.

Attendance at Meetings

Each incumbent director attended at least 75% of the meetings of the Board and committees of which that director was a member in 2019.

Audit Committee

Messrs. Eads (Chairman), Cobb, Richards and Ms. Bonno are the current members of the Audit Committee. All members of this committee are "independent" within the meaning of the rules governing audit committees by the New York Stock Exchange, or NYSE.

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Committee's primary duties and responsibilities are to:

- monitor the integrity of the Company's financial statements, financial reporting processes, systems of internal controls regarding finance, and disclosure controls and procedures;
- select and appoint the Company's independent auditors, pre-approve all audit and non-audit services to be provided, consistent with all applicable laws, to the Company by the Company's independent auditors, and establish the fees and other compensation to be paid to the independent auditors;
- monitor the independence and performance of the Company's independent auditors and internal audit function;

- establish procedures for the receipt, retention, response to and treatment of complaints, including confidential, anonymous submissions by the Company's employees, regarding accounting, internal controls, disclosure or auditing matters, and provide an avenue of communication among the independent auditors, management, the internal audit function and the Board of Directors;
- prepare an audit committee report as required by the SEC to be included in the Company's annual proxy statement; and
- monitor the Company's compliance with legal and regulatory requirements.

A copy of the Audit Committee Charter is available on the Company's website, www.distributionnow.com, under the Investor Relations/Corporate Governance section.

Audit Committee Financial Expert

The Board of Directors has determined that all members of the Audit Committee meet the NYSE standard of having accounting or related financial management expertise and meet the SEC's criteria of an Audit Committee Financial Expert.

Compensation Committee

Messrs. Richards (Chairman), Coppinger and Crandell are the current members of the Compensation Committee. All members of the Compensation Committee are independent as defined by the applicable NYSE listing standards.

The Compensation Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Committee's primary duties and responsibilities are to:

- discharge the Board's responsibilities relating to compensation of the Company's directors and executive officers;
- approve and evaluate all compensation of directors and executive officers, including salaries, bonuses, and compensation plans, policies and programs of the Company; and
- administer all plans of the Company under which shares of common stock may be acquired by directors or executive officers of the Company.

A copy of the Compensation Committee Charter is available on the Company's website, www.distributionnow.com, under the Investor Relations/Corporate Governance section.

Compensation Committee Interlocks and Insider Participation

Messrs. Alario, Coppinger, Crandell and Richards served on the Compensation Committee during 2019. Upon his appointment as interim Chief Executive Officer of the Company in November 2019, Mr. Alario resigned from the Compensation Committee. Except as disclosed above, none of these members is a former or current officer or employee of the Company or any of its subsidiaries, is involved in a relationship requiring disclosure as an interlocking executive officer/director, or had any relationship requiring disclosure under Item 404 of Regulation S-K.

Nominating/Corporate Governance Committee

Messrs. Coppinger (Chairman), Crandell, and Richards are the current members of the Nominating/Corporate Governance Committee. All members of the Nominating/Corporate Governance Committee are independent as defined by the applicable NYSE listing standards.

The Nominating/Corporate Governance Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Committee's primary duties and responsibilities are to:

- ensure that the Board and its committees are appropriately constituted so that the Board and directors may effectively meet their fiduciary obligations to stockholders and the Company;
- identify individuals qualified to become Board members and recommend to the Board director nominees for each annual meeting of stockholders and candidates to fill vacancies in the Board;
- recommend to the Board annually the directors to be appointed to Board committees;
- monitor, review, and recommend, when necessary, any changes to the Corporate Governance Guidelines;
- monitor and evaluate annually the effectiveness of the Board and management of the Company, including their effectiveness in implementing the policies and principles of the Corporate Governance Guidelines; and
- oversee the Company's efforts on environmental, social, and governance matters.

A copy of the Nominating/Corporate Governance Committee Charter is available on the Company's website, www.distributionnow.com, under the Investor Relations/Corporate Governance section.

BOARD OF DIRECTORS

Director Nomination Process and Diversity Considerations

The Nominating/Corporate Governance Committee has the responsibility of identifying candidates for election as directors, reviewing background information relating to candidates for director, and recommending to the Board of Directors nominees for directors to be submitted to stockholders for election. It is the policy of the Committee to consider director candidates recommended by stockholders. Nominees to be evaluated by the Nominating/Corporate Governance Committee are selected by the Committee from candidates recommended by multiple sources, including other directors, management, stockholders, and candidates identified by independent search firms (which firms may be paid by the Company for their services), all of whom will be evaluated based on the same criteria. As of April 1, 2020, we had not received any recommendations from stockholders for potential director candidates. All of the current nominees for director are standing members of the Board that are proposed by the entire Board for re-election. Written suggestions for nominees should be sent to the Secretary of the Company at the address listed below.

The Board of Directors believes that nominees should reflect the following characteristics:

- have a reputation for integrity, honesty, candor, fairness, and discretion;
- be knowledgeable, or willing to become so quickly, in the critical aspects of the Company's businesses and operations;
- be experienced and skillful in serving as a competent overseer of, and trusted advisor to, the senior management of at least one substantial enterprise; and
- have a range of talent, skill, and expertise sufficient to provide sound and prudent guidance with respect to the full scope of the Company's operations and interests.

The Board considers diversity in identifying nominees for director. The Board seeks to achieve a mix of directors that represents a diversity of background and experience, including with respect to gender and race. The Board considers diversity in a variety of different ways and in a fairly expansive manner. The Board not only considers diversity concepts such as race and gender, but also diversity in the sense of differences in viewpoint, professional experience, education, skill, and other qualities and attributes that contribute to board heterogeneity. Also considered as part of the diversity analysis is whether the individual has work experience in the Company's industry, or in the broader energy or industrial market. The Company believes the Board can benefit from different viewpoints and experiences by having a mix of members of the Board who have experience in its industry and those who may not have such experience.

The Nominating/Corporate Governance Committee reviews Board composition annually to ensure that the Board reflects the knowledge, experience, skills, expertise, and diversity required for the Board to fulfill its duties. There are currently no directorship vacancies to be filled on the Board. When the Company's Board of Directors completes its search for a new Chief Executive Officer for the Company, it is currently anticipated that the new Chief Executive Officer will be added as a member of the Board of Directors.

Board Diversity

Although we do not have a formal diversity policy in place for the director nomination process, the Board recognizes that diverse candidates with appropriate and relevant skills and experience contribute to the depth and diversity of perspective in the boardroom. An important factor in our Nominating/Corporate Governance Committee's consideration and assessment of a director candidate is the diversity of background, viewpoints, professional experience, education, gender, age, and culture – including nationality, race or ethnic background.

If and when the need arises for the Company to add an additional new director to the Board, the Nominating/Corporate Governance Committee will take every reasonable step to ensure that diverse candidates (including, without limitation, women and minority candidates) are in the pool from which nominees are chosen and strive to obtain diverse candidates by searching in traditional corporate environments, as well as government, academia, and non-profit organizations. Accordingly, the Nominating/Corporate Governance Committee will include candidates reflecting ethnic and gender diversity as part of the candidate search criteria.

Furthermore, the Company acknowledges that the current policies of several of its key stakeholders require a minimum number of female board members on a board. The Company will take such policies into strong consideration when considering any additional director appointments.

Director Qualifications

The Company believes that each member of its Board of Directors possess the basic attributes of being a director of the Company, namely having a reputation for integrity, honesty, candor, fairness, and discretion. Each director has also become knowledgeable in major aspects of the Company's business and operations, which has allowed the Board to provide better oversight functions to the Company. In addition to the experience, qualifications, and skills of each director set forth in their biographies starting on page eight of this proxy statement, the Company also considered the following factors in determining that the board member should serve on the Board:

Mr. Alario has served as the interim Chief Executive Officer of the Company since November 2019, and previously served as the chief executive officer and as the chairman of another publicly traded company for 12 years. Mr. Alario has extensive experience in the oil service business, having worked in that industry for over 30 years. Mr. Alario has gained valuable board experience from his tenure as a director of Kirby Corporation, including from his service on its audit committee, as the chairman of its nominating/corporate governance committee, and as presiding director. Through service in these roles, Mr. Alario has gained extensive experience in assessing the risks associated with various energy industry cycles.

Ms. Bonno provides valuable service and experience to the Audit Committee, due to her past experience serving on the financial committee, enterprise risk management committee, and disclosure committee at Transocean Ltd. Ms. Bonno has extensive experience in the oil service industry and a background in accounting with approximately 30 years of being a certified public accountant and experience overseeing the Sox Compliance Global Marketing Function. Ms. Bonno has dealt with all facets of potential risk areas for a global energy company and brings that experience and perspective to the Board.

Mr. Cobb provides valuable service and experience to the Audit Committee, due to his over 40 years of serving in various management positions for Halliburton. Mr. Cobb has developed experience and expertise in warehouse management and distribution, international operations, especially in emerging markets, as well as marketing and business development in a large corporate environment. As a result of this extensive experience, Mr. Cobb is very familiar with the strategic and project planning processes that impact the Company's business and continued development for growth.

Mr. Coppinger has over 35 years of experience in the petroleum equipment and service, process equipment and flow control businesses, as well as experience in the industrial markets and manufacturing, and has held various positions of increasing responsibility, including managing domestic and international operations. Mr. Coppinger has extensive operational and strategic planning experience from his long career in manufacturing and distribution. Mr. Coppinger also has extensive mergers and acquisitions experience of over 20 years on a global basis. Mr. Coppinger has dealt with all facets of potential risk areas for a global energy service company, and brings that experience to the Company.

Mr. Crandell has over 30 years of experience as a Wall Street analyst focusing on oilfield services and equipment. He has held positions of increasing importance at multiple investment firms, including serving as managing director of global oilfield services equity research. Given Mr. Crandell's extensive experience as an analyst covering the oilfield services sector, he is able to provide the Company useful and impactful information from a shareholder perspective. As such, Mr. Crandell's experience as an analyst of the energy industry helps provide a different perspective for the Company.

Mr. Eads provides valuable service and experience to the Audit Committee, due to his MBA degree and 40 years of experience in the energy industry and in his previous roles in senior executive management where he worked to identify and mitigate risk. Mr. Eads has also been an active member of the National Association of Corporate Directors (NACD) since 2010, achieving the NACD's Governance Fellow recognition, the highest standard of credentialing for directors and governance professionals, and currently served on the Board for the Tri-Cities Chapter NACD. Mr. Eads' significant international experience and deep expertise in health and safety/environmental/regulatory compliance; risk assessment; supply chain management; and large construction projects, together with his 12 years of experience as an executive officer of two public companies, which included SEC reporting, M/A evaluations and integration, pay/performance programs, and asset rationalization efforts including a public company spin-off, and private equity sales, makes him well qualified to serve as a director of the Company.

Mr. Richards provides valuable service and experience to the Audit Committee, due to his over 30 years of experience in the oilfield products and services industry. Mr. Richards' experience serving as the Chief Executive Officer of several companies and his experience in growing energy companies organically and through acquisitions, makes him well qualified to serve as a director of the Company. Mr. Richards has dealt with many facets of potential risk areas for an energy service company, as a current and former Chief Executive Officer, and brings that experience and perspective to the Board.

AUDIT COMMITTEE REPORT

Composition

The Audit Committee is currently comprised of four members: Rodney Eads, Committee Chairman, Terry Bonno, Galen Cobb, and Wayne Richards. The Board of Directors has determined that all of the members of the Audit Committee are independent based on the guidelines set forth by the NYSE and SEC rules for the independence of Audit Committee members. The Board of Directors has also determined that all members of the Audit Committee meet the NYSE standard of having accounting or related financial management expertise and meet the SEC's criteria of an Audit Committee Financial Expert.

Oversight Responsibilities

Under the Audit Committee Charter, which is available for review on the Company's website at www.distributionnow.com, under the Investor Relations/Corporate Governance section, the Audit Committee's primary purpose is to assist the Board of Directors in fulfilling its oversight responsibilities. In that regard, the Audit Committee's primary purposes and functions are: (i) monitoring the integrity of the Company's financial statements, financial reporting processes, systems of internal controls regarding finance, and disclosure controls and procedures; (ii) selecting and appointing the Company's independent auditors, pre-approving all audit and non-audit services to be provided, consistent with all applicable laws, to the Company by the Company's independent auditors, and establishing the fees and other compensation to be paid to the independent auditors; (iii) monitoring the independence and performance of the Company's independent auditors and internal audit function; (iv) establishing procedures for the receipt, retention, response to and treatment of complaints, including confidential, anonymous submissions by the Company's employees, regarding accounting, internal controls, disclosure or auditing matters, and providing an avenue of communication among the independent auditors, management, the internal audit function, and the Board; and (v) monitoring the Company's compliance with legal and regulatory requirements. Specifically, with respect to oversight of accounting, internal controls and disclosure matters, as well as oversight of the Company's compliance with various legal and regulatory requirements, the Audit Committee, as appropriate, but at least on a quarterly basis, reviews all reports generated by the Company's independently administered employee hotline and other corporate governance hotline systems. The Audit Committee also reviews on a quarterly basis reports from the Company's enterprise risk management system and cybersecurity monitoring system.

Notwithstanding the foregoing, it is not the Audit Committee's duty to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") or to conduct audits. Our management is responsible for establishing a system of internal controls, assessing such controls and for preparing our consolidated financial statements in accordance with GAAP. Management is also responsible for assuring compliance with laws and regulations and the Company's corporate policies. Our independent registered public accountants are responsible for auditing our consolidated financial statements and the effectiveness of our internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board (the "PCAOB") and issuing their reports based on those audits.

The Audit Committee, in carrying out its role, relies on the Company's senior management, including senior financial management. However, the Audit Committee, at each regularly scheduled quarterly meeting in 2019, met separately in executive session with both the internal audit director and the independent audit partner, without Company's senior management being present.

Oversight of Independent Auditor

The Audit Committee reviews in advance and pre-approves audit and non-audit services provided to us by our independent auditors. The Audit Committee is also directly responsible for reviewing with the independent registered public accountants the plans and scope of the audit engagement and providing an open venue of communication between our management, the internal audit function, the independent registered public accountants, and the Board.

In connection with the selection and appointment of the independent auditors, each year the Audit Committee reviews and evaluates the qualifications, performance and independence of the independent auditors and lead partner, including taking into account the opinions of management and our internal auditor. In doing so, the Audit Committee considers a number of factors including, but not limited to: quality of services provided; technical expertise and knowledge of the industry; effective communication; objectivity; independence; costs of services considering scope of services, and as compared to independent auditor costs of similar size public companies in same industry sector; and the potential impact of changing independent auditors. Based on this evaluation, the Audit Committee has retained Ernst & Young LLP (“EY”) as our independent auditors for 2020. EY has been our independent auditors since 2013, and the current lead partner has been engaged since 2019.

The Audit Committee and Board of Directors believe that it is in the best interests of the Company and its stockholders to continue retention of EY to serve as our independent auditors. Although the Audit Committee has the sole authority to appoint the independent auditors, the Audit Committee will continue to recommend that the Board of Directors request the stockholders, at the Annual Meeting, to ratify the appointment of the independent auditors.

2019 Audited Financial Statements

The Audit Committee reviewed and discussed with senior management the audited financial statements included in the Company’s Annual Report on Form 10-K, which included 2019 full year adoption of ASC 842 Lease Accounting. Management has confirmed to the Audit Committee that such financial statements have been prepared with integrity and objectivity and in conformity with GAAP. Non-GAAP measures reported by management are reviewed by the Audit Committee to ensure transparency and consistency.

The Audit Committee discussed with EY, the Company’s independent auditors, the matters required to be discussed by the applicable requirements of the PCAOB, which included the identification of Critical Audit Matters.

The Audit Committee has received the written disclosures and the letter from EY required by applicable requirements of the PCAOB regarding EY’s communication with the Audit Committee concerning independence and has discussed with the independent auditors any relationships that may impact their objectivity and independence.

Based on the foregoing, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s 2019 Annual Report on Form 10-K.

Members of the Audit Committee

Rodney Eads, Committee Chairman
Terry Bonno
Galen Cobb
Wayne Richards

**RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS
PROPOSAL NO. 2 ON THE PROXY CARD**

Information Regarding our Independent Auditors

The Audit Committee of the Board of Directors has reappointed Ernst & Young LLP as independent auditors for 2020. Stockholders are being asked to vote upon the ratification of the appointment. Representatives of Ernst & Young will attend the Annual Meeting, where they will be available to respond to appropriate questions and have the opportunity to make a statement if they desire.

Vote Required for Approval

The proposal to ratify the appointment of Ernst & Young LLP as independent auditors will require approval of a majority of the shares of our common stock entitled to vote and present in person or by proxy. In accordance with NYSE rules, a proposal to ratify independent auditors is considered to be a “discretionary” item. This means that brokerage firms may vote in their discretion on this matter on behalf of beneficial owners who have not furnished voting instructions within the time period specified in the voting instructions submitted by such brokerage firms. Abstentions, which will be counted as votes present for the purpose of determining a quorum, will have the effect of a vote against the proposal. Your shares will be voted as you specify on your proxy. If your properly executed proxy does not specify how you want your shares voted, we will vote them for the ratification of the appointment of Ernst & Young LLP as independent auditors.

Audit Fees

The Audit Committee pre-approves all services provided by the Company’s independent auditors to the Company and its subsidiaries. Consideration and approval of such services generally occurs in the regularly scheduled quarterly meetings of the Audit Committee. The Audit Committee has delegated the Chairman of the Audit Committee to pre-approve allowed non-audit services, subject to review by the full committee at the next regularly scheduled meeting. The Audit Committee has considered whether the provision of all services other than those rendered for the audit of the Company’s financial statements is compatible with maintaining Ernst & Young’s independence and has concluded that their independence is not compromised.

The following table sets forth Ernst & Young LLP’s fees for services rendered during 2018 and 2019. All services provided by Ernst & Young LLP were pre-approved by the Audit Committee.

	<u>2019</u>	<u>2018</u>
Audit Fees	\$1,619,720	\$1,692,500
Audit Related Fees ⁽¹⁾	\$80,000	\$87,000
Tax Fees	-	\$21,101
All Other Fees	-	-
	<u> </u>	<u> </u>
Total	\$1,699,720	\$1,800,601

⁽¹⁾ Consists primarily of fees for audits of employee benefit plans.

Your Board of Directors recommends that you vote “FOR” the proposal to ratify the appointment of Ernst & Young LLP.

APPROVAL OF COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS – PROPOSAL NO. 3 ON THE PROXY CARD

A proposal will be presented at the meeting asking stockholders to approve on an advisory basis the compensation of the Company's named executive officers as described in this proxy statement.

Why You Should Approve our Executive Compensation Program

The Company's compensation philosophy is designed to attract and retain executive talent and emphasize pay for performance, including the creation of stockholder value. The Company encourages its stockholders to read the Executive Compensation section of this proxy statement, including the compensation tables, as well as the Compensation Discussion and Analysis (CD&A) section of this proxy statement, for a more detailed discussion of our compensation programs and policies. The Company believes its compensation programs and policies are appropriate and effective in implementing its compensation philosophy and in achieving its goals and that they are aligned with stockholder interests and worthy of stockholder support.

We believe that stockholders should consider the following in determining whether to approve this proposal:

Compensation Program is Closely Linked to Stockholder Value

An important and significant portion of each executive's compensation at the Company is in the form of long-term incentive awards, which are directly linked to the Company's performance and the creation of stockholder value. The Company's long-term incentive awards, starting with its first annual grant in 2015, consists of: stock options, time-based restricted stock and performance-based share awards. Performance-based share awards comprise 50% of each executive's current long-term incentive awards. We believe this mix appropriately motivates long-term performance and rewards executives for absolute gains in share price, performance against designated metrics and relative financial performance against a designated peer group.

Strong Pay-for-Performance Orientation

The Company's annual and long-term incentive programs established in 2015, the Company's first full year in existence, pay its named executive officers only if certain performance metrics (absolute and/or relative) are achieved. Thus, two of the three components of an executives' pay at the Company are based on performance.

Compensation Program Has Appropriate Long-term Orientation

Minimum three-year vesting for equity awards: The Company encourages a long-term orientation by its executives through the use of three-year vesting requirements for annual grants of stock options, restricted stock and performance-based awards.

Summary of Good Governance and Risk Mitigating Factors

- *Limited Bonus payouts:* Bonus awards cannot exceed 200% of target, limiting excessive awards for short-term performance.
- *Balanced pay mix:* The mix of pay is balanced between annual and long-term compensation.
- *Multiple year vesting of long-term incentives:* Long-term incentive awards do not fully vest until a minimum of three years after the grant.

- *CEO Pay:* CEO base salary level during 2019 was well below the competitive peer median (near the market 25th percentile) and actual total direct compensation was also below the competitive peer median.
- *Adoption of Executive and Board Stock Ownership Guidelines:* Stock ownership guidelines for its executive officers and directors to better align the interests of the Company's executive officers and directors and the Company's stockholders by requiring executives and directors to accumulate and retain a meaningful level of the Company's stock.
- *Clawback Policy:* Awards of long-term equity compensation and compensation under the Company's annual cash incentive plan can be terminated by the Compensation Committee if it determines that the recipient of such award has engaged in material misconduct.

Shareholder Outreach - Say on Pay Feedback

The Company's 2019 Say on Pay vote at the May 2019 annual meeting received 98% support from our shareholders.

The Compensation Committee, as a result of input received from its stockholders and discussions with Company management, made enhancements to its long-term incentive compensation plan in 2019 as follows:

- (1) increasing the weighting of the performance-based share awards from 33 1/3% to 50% of the long-term incentive program,
- (2) increasing the weighting of the relative total shareholder return (TSR) metric within the performance-based share awards from 33 1/3% to 50%,
- (3) increasing the EBITDA performance metric targets to make achievement more challenging,
- (4) removing the working capital metric from the long-term incentive program and replacing it with a return on capital employed metric (to avoid duplication of metrics between the short-term incentive plan and long-term incentive plan),
- (5) adding two new companies and eliminating three companies from the peer group to enhance and improve the comparisons between the Company and its peer group.

The Company continued to stay engaged with its shareholders on executive compensation matters in 2019. The Compensation Committee continues its efforts to ensure that the executive compensation program is optimally designed to reflect shareholder values, enhances the link between executive pay and company performance, responds to changing market practices and retains effective leaders who have a significant understanding of our business, particularly during a cyclical economic environment.

Shareholder Resolution

The Company's compensation program for its named executive officers has been thoughtfully designed to support the Company's long-term business strategies and drive creation of stockholder value. The program does not encourage excessive risk-taking by management. It is aligned with the competitive market for talent, and highly sensitive to Company performance. The Company believes its program will deliver reasonable pay that is strongly linked to Company performance over time.

The following resolution will be submitted for a stockholder vote at the 2020 annual meeting:

“RESOLVED, that the stockholders of the Company approve, on an advisory basis, the compensation of the Company's named executive officers listed in the 2019 Summary Compensation Table included in

the proxy statement for this meeting, as such compensation is disclosed pursuant to Item 402 of Regulation S-K in this proxy statement under the section entitled “Executive Compensation”, including the compensation tables and other narrative executive compensation disclosures set forth under that section, as well as the section in the proxy statement entitled “Compensation Discussion and Analysis.”

This advisory vote on the compensation of the Company’s named executive officers gives stockholders another mechanism to convey their views about the Company’s compensation programs and policies. Although your vote on executive compensation is not binding on the Company, the Board values the views of stockholders. The Board and Compensation Committee will review the results of the vote and take them into consideration in addressing future compensation policies and decisions.

Your Board of Directors recommends that you vote “FOR” the proposal to approve the compensation of our named executive officers.

APPROVAL OF DECLASSIFICATION OF OUR BOARD OF DIRECTORS – PROPOSAL NO. 4 ON THE PROXY CARD

A proposal will be presented at the meeting asking stockholders to approve amending the Certificate of Incorporation to declassify the Board of Directors.

Description of the Proposed Declassification Amendment

Currently, the Company's Certificate of Incorporation provides that the Board be divided into three classes with the number of directors in each class being as nearly equal as reasonably possible. Accordingly, approximately one-third of the directors are elected annually, each serving a three-year term.

The proposed Declassification Amendment, if approved by the stockholders, would eliminate the classification of the board over a three-year period beginning at the Company's 2021 Annual Meeting of Stockholders. If appointed, the elected director(s) would serve a one-year term expiring at the following annual meeting of stockholders and until his or her respective successor is duly elected and qualified, or until his or her earlier death, resignation, disqualification, or removal. Directors whose terms expire in 2022 and 2023 would continue their original terms until up for reelection. As a result, beginning at the 2023 Annual Meeting, all directors would be elected annually.

Under Delaware law, directors of companies that have a classified board of directors may be removed only for cause, unless the certificate of incorporation provides otherwise. Delaware law provides that directors of companies that do not have a classified board may be removed with or without cause. Accordingly, if the proposed Declassification Amendment is approved, any director elected for a one-year term at or after the 2021 Annual Meeting may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the shares then entitled to vote at an election of directors, voting together as a single class.

A copy of the Fifth Article of the Company's Certificate of Incorporation as it is proposed to be amended is attached to this proxy statement as Annex I.

Why You Should Approve Declassifying Our Board

The Board considered a number of factors that favor continuing with a classified board structure, as well as a number of factors that favor adopting a declassified board structure. Ultimately, after weighing the various factors, the Board determined that it would be in the best interests of the Company and our stockholders to amend our Certificate of Incorporation to declassify the Board.

A classified board structure has a number of advantages. It allows a majority of the board to remain in place from year to year, which promotes continuity, stability, and encourages the board to plan for long-term goals. Further, at any one time, approximately two-thirds of the elected board has experience with the business and operations of the company it manages.

The Board also recognizes that a classified board structure can be viewed as diminishing a board's accountability to stockholders because such structure does not enable stockholders to express a view on each director's performance by means of an annual vote. Annual voting allows stockholders to express their views on the individual performance of each director and on the entire board of directors more frequently than with a classified board structure, which provides stockholders a more active role in shaping and implementing corporate governance policies. Moreover, many institutional investors believe that the election of directors is the primary means for stockholders to influence corporate governance policies and

to hold management accountable for implementing those policies. Public companies with classified boards also face increased scrutiny from proxy advisory firms.

After weighing the factors above, the Board determined that retaining a classified board structure is no longer in the best interests of the Company and its stockholders. For this reason, the Board proposes amending the Company's Certification of Incorporation with the Secretary of State of the State of Delaware to declassify the Company's Board beginning with director's terms expiring in or after 2021. If approved, we intend to file the Certificate of Amendment to effect this amendment to our Certificate of Incorporation following the 2020 Annual Meeting after the requisite vote for this Proposal Four is obtained. Following this amendment, every director whose term expires in or after 2021 will stand for election for one-year terms as opposed to three year terms.

Director Elections in 2021, 2022, and 2023 if Proposal Four is Approved

If Proposal Four is approved, the following schedule tentatively lists the directors to be voted on at the 2021, 2022, and 2023 Annual Meeting of Stockholders to hold one-year terms.

Directors up for Election in 2021

Terry Bonno
Galen Cobb
James Crandell

Directors up for Election in 2022

Terry Bonno (*)
Galen Cobb (*)
James Crandell (*)
J. Wayne Richards

Directors up for Election in 2023

Richard Alario
Terry Bonno (*)
Galen Cobb (*)
James Crandell (*)
Paul Coppinger
Rodney Eads
J. Wayne Richards (*)

(*) Denotes that a current board member previously stood for election of a one-year term, which may or may not have been approved.

The following resolution will be submitted for a stockholder vote at the 2020 annual meeting:

“RESOLVED, that the stockholders of the Company approve the amendment of our Certificate of Incorporation and declassify the Board of Directors beginning with director terms expiring in 2021.”

This vote gives stockholders a mechanism to convey their views annually about individual director performance as well as shaping and implementing corporate governance policies.

Your Board of Directors recommends that you vote “FOR” the proposal to approve the amendment of the Certification of Incorporation and declassification of the Board of Directors beginning with director terms expiring in 2021.

CORPORATE GOVERNANCE

NOW's Board of Directors is committed to promoting transparency in reporting information about the Company, complying with the spirit as well as the literal requirements of applicable laws, rules and regulations, and corporate behavior that conforms to corporate governance standards that substantially exceed the consensus view of minimum acceptable corporate governance standards. The Board of Directors adopted Corporate Governance Guidelines which established provisions for the Board's composition and function, Board committees and committee membership, evaluation of director independence, the roles of the independent Chairman of the Board and the Chief Executive Officer, the evaluation of the Chief Executive Officer, regular meetings of non-employee directors, board conduct and review, selection and orientation of directors, director compensation, access to management and independent advisors, and annual review of the Corporate Governance Guidelines. A copy of the Corporate Governance Guidelines is available on the Company's website, www.distributionnow.com, under the Investor Relations/Corporate Governance section. The Company will furnish print copies of the Corporate Governance Guidelines, as well as its Committee charters, to interested stockholders without charge, upon request. Written requests for such copies should be addressed to: Raymond Chang, Secretary, NOW Inc., 7402 N. Eldridge Parkway, Houston, Texas 77041.

Highlights

We maintain a strong and proactive approach to corporate governance, as follows:

- Active Board and committees of the Board oversight of risk of the Company;
- Independent Chairman of the Board serving as Lead Director;
- Independent committee chairs and members;
- Stock Ownership Guidelines for Executive Officers and Directors;
- Clawback policy to recover executive compensation;
- Annual Board and committee self-evaluations and assessments;
- Directors meet in executive sessions without management present

Director Independence

The Corporate Governance Guidelines address, among other things, standards for evaluating the independence of the Company's directors. The Board undertakes an annual review of director independence and considers transactions and relationships during the prior year between each director or any member of his or her immediate family and the Company and its affiliates, including those reported under "Certain Relationships and Related Transactions" in this Proxy Statement. In February 2020, as a result of this annual review, the Board affirmatively determined that a majority of the members of the Board of Directors are independent of the Company and its management under the standards set forth in the Corporate Governance Guidelines. The following directors were affirmed as independent: Terry Bonno, Galen Cobb, Paul Coppinger, James Crandell, Rodney Eads, and J. Wayne Richards.

Board Leadership – Independent Chairman of the Board

Currently, the roles of Chairman of the Board and Chief Executive Officer are not combined at the Company. The Company believes the current leadership structure delineates the separate roles of managers and directors. Our interim Chief Executive Officer sets the strategic direction for the Company, working with the Board, and provides day-to-day leadership. Our independent Chairman of the Board leads the Board in the performance of its duties and serves as the principal liaison between the independent directors and the interim Chief Executive Officer.

To assist with providing independent oversight of management and the Company's strategy, the non-employee members of the Board of Directors have appointed J. Wayne Richards, an independent director, as the independent Chairman of the Board and Lead Director (the "Independent Chair"). The Independent Chair is responsible for: (1) chairing all meetings of the Board at which the Chair is present, (2) working with the interim Chief Executive Officer on the scheduling of Board meetings and the preparation of agendas and materials for Board meetings, (3) define the quality, quantity and timeliness of the flow of information between senior management and the Board, (4) approve, in consultation with the other directors, the retention of consultants who report directly to the Board, (5) developing the agenda for, and presiding over the executive sessions of, the Board's non-management directors, (6) facilitating communications among the Chairman of the Board, the Chief Executive Officer and other members of the Board, (7) coordinating, with the interim Chief Executive Officer, the assessment of the committee structure, organization, and charters, and evaluating the need for any changes, (8) acting as principal liaison between the non-management directors and the interim Chief Executive Officer on matters dealt with in executive session, and (9) assuming such further tasks as the independent directors may determine.

The Board also holds executive sessions on a quarterly basis at which only non-employee directors are present. In addition, the committees of the Board provide independent oversight of management. Each of the committees of the Board is composed entirely of independent directors.

The Board has concluded that this structure is in the best interest of stockholders because it provides an appropriate balance between our independent Chairman's ability to lead the Board and to provide independent objective oversight of our management, and the interim Chief Executive Officer's ability to provide strategic direction for the Company and lead the Company on a day-to-day basis.

Board Role in Risk Oversight

The Board of Directors and its committees help conduct certain risk oversight functions for the Company. The Board is periodically advised on the status of various factors that could impact the business and operating results of the Company, including oil and gas prices. The full Board is also responsible for reviewing the Company's strategy, business plan, and capital expenditure budget at least annually. Through these various functions, the Board is able to monitor these risks and assist the Company in determining whether certain mitigating actions, if any, need to be taken.

The Audit Committee serves an important role in providing risk oversight, as further detailed in its charter. One of the Audit Committee's primary duties and responsibilities is to monitor the integrity of the Company's financial statements, financial reporting processes, systems of internal controls regarding finance, and disclosure controls and procedures. The Audit Committee is also responsible for establishing procedures for the receipt, retention, response to and treatment of complaints, including confidential, anonymous submissions by the Company's employees, regarding accounting, internal controls, disclosure or auditing matters, and providing an avenue of communication among the independent auditors, management, and the internal audit function and the Board. In addition, the Audit Committee monitors the Company's compliance with legal and regulatory requirements, as well as the Company's cybersecurity risks (which the Audit Committee considers at each quarterly meeting and at other times on an as needed basis). The Company considers the Audit Committee an important part of the risk management process, and senior management works closely with the Audit Committee on these matters in managing material risks to the Company.

The other committees of the Board also assist in the risk oversight function. The Nominating/Corporate Governance Committee is responsible for ensuring that the Board and its committees are appropriately constituted so that the Board and its directors may effectively meet their fiduciary obligations to stockholders and the Company. The Nominating/Corporate Governance Committee is also responsible for

monitoring and evaluating on an annual basis the effectiveness of the Board and management of the Company, including their effectiveness in implementing the policies and principles of the Corporate Governance Guidelines. The Compensation Committee is responsible for compensation of the Company's directors and executive officers. These various responsibilities of these committees allow them to work with the Company to make sure these areas do not pose undue risks to the Company.

Risk Assessment in Compensation Programs

Consistent with SEC disclosure requirements, the Company, its Compensation Committee, and the Compensation Committee's independent compensation consultant assess the Company's compensation programs on an annual basis and have determined that the Company's compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company. On an annual basis, Company management, the Compensation Committee and the Compensation Committee's compensation consultant will assess the Company's executive and broad-based compensation programs to determine if the programs' provisions and operations create undesired or unintentional risk of a material nature.

The Company's variable forms of compensation, namely the annual cash incentive bonus program and long-term equity incentives, have structural limitations and other mitigating controls which are designed to prevent the Company from being exposed to unexpected or unbudgeted materially adverse events. For example, bonus payments to an executive under the annual cash incentive bonus program are capped at a certain percentage of the executive's base salary, and restricted stock and stock options granted under the Company's long-term equity incentive plan are fixed values resulting in a fixed number of shares (i.e., targeted award value to determine number of shares).

The Company, the Compensation Committee, and the Compensation Committee's consultant believe that the Company's compensation policies and practices do not create inappropriate or unintended significant risk to the Company as a whole. The Company and the Compensation Committee also believe that the Company's incentive compensation arrangements provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage significant risks and are supported by the oversight and administration of the Compensation Committee with regard to executive compensation programs.

Policies on Business Ethics and Conduct

The Company has a long-standing Business Ethics Policy. The Board adopted the Code of Business Conduct and Ethics For Members of the Board of Directors and Executive Officers and the Code of Ethics for Senior Financial Officers. These codes are designed to focus the Board and management on areas of ethical risk, provide guidance to personnel to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct and help to foster a culture of honesty and accountability. As set forth in the Corporate Governance Guidelines, the Board may not waive the application of the Company's policies on business ethics and conduct for any Director or Executive Officer. Copies of the Code of Business Conduct and Ethics For Members of the Board of Directors and Executive Officers and the Code of Ethics for Senior Financial Officers, as well as the code of ethics applicable to employees of the Company, are available on the Company's website, www.distributionnow.com, under the Investor Relations/Corporate Governance section. The Company will furnish print copies of these Codes to interested stockholders without charge, upon request. Written requests for such copies should be addressed to: Raymond Chang, Secretary, NOW Inc., 7402 N. Eldridge Parkway, Houston, Texas 77041.

Sustainability

The Nominating/Corporate Governance Committee has been tasked with overseeing the Company's efforts on environmental, social and governance matters.

The Company can assist in reducing emissions of greenhouse gases in its operations by creating a more efficient supply chain. An efficient supply chain can help reduce the carbon footprint of deliveries to the Company's distribution centers and branches and, ultimately to its customers. Use of the Company's large centralized and regional distribution centers allow it to aggregate product across multiple suppliers and customers, which, in turn, prevents each customer from separately creating duplicative supply chains that require fuel for deliveries and resources to manage.

As a distributor, the Company performs minimal manufacturing operations. The Company does not utilize large amounts of water. The Company's energy inputs are primarily electricity for lighting, heating and office and warehouse equipment, natural gas for heating and gasoline for company sales and delivery vehicles. The Company strives to make its operations more efficient, and in turn try to work to reduce use of these resources and resulting emissions. The Company has recycling programs to try and reduce waste from used cardboard, office paper and other recyclables. However, recycling programs are sometimes limited by the unavailability of users, haulers or purchasers for recyclable materials at reasonable costs.

The Company is a distributor of products that contain and control the movement of gases and fluids in an efficient and sustainable manner. The products the Company sells are designed by the manufacturers of those products to prevent and minimize accidental leaks of hydrocarbons. Additionally, the Company offers product lines that further aid in the mitigation of environmental impact. Examples of such products include: domestically produced goods; low emission rated valves; steel piping products produced from recycled scrap; and pipe produced using wind power, recycled water, and wood pellet inputs.

Communications with Directors

The Board has provided a process for interested parties to communicate with our non-employee directors. Parties wishing to communicate confidentially with our non-employee directors may do so by calling 1-866-880-2773. This procedure is described on the Company's website, www.distributionnow.com, in the Investor Relations/Corporate Governance section. Calls to this number will be answered by an independent, automated system 24 hours a day, 365 days a year. A transcript of the call will be delivered to a member of the Audit Committee. Parties wishing to send written communications to the Board, other than sales-related communications, should send a letter addressed to the member or members of the Board to whom the communication is directed, care of the Secretary, NOW Inc., 7402 N. Eldridge Parkway, Houston, Texas, 77041. All such communications will be forwarded to the Board member or members specified.

Director Attendance at Annual Meetings

The Company does not have a formal policy with respect to director attendance at annual stockholder meetings. In 2019, all members of the Board were in attendance at the annual meeting.

NYSE Corporate Governance Matters

As a listed company with the NYSE, our Chief Executive Officer, as required under Section 303A.12(a) of the NYSE Listed Company Manual, must certify to the NYSE each year whether or not he is aware of any violation by the Company of NYSE Corporate Governance listing standards as of the date of the certification. On June 12, 2019, the Company's Chief Executive Officer submitted such a certification to the NYSE which stated that he was not aware of any violation by the Company of the NYSE Corporate Governance listing standards.

On February 19, 2020, the Company filed its 2019 Annual Report on Form 10-K with the SEC, which included as Exhibits 31.1 and 31.2 the interim Chief Executive Officer and Chief Financial Officer certifications required under Section 302 of the Sarbanes-Oxley Act of 2002.

EXECUTIVE OFFICERS

The following persons are our current executive officers. The executive officers of the Company serve at the pleasure of the Board of Directors and are subject to annual appointment by the Board of Directors. None of the executive officers, directors, or nominees for director has any family relationships with each other.

Name	Age	Position	Biography
Richard Alario	65	Interim Chief Executive Officer and Director	Mr. Alario has served as interim Chief Executive Officer of the Company since November 2019 and has been a director of the Company since May 2014. Mr. Alario served as Chief Executive Officer and director of Key Energy Services, Inc., a provider of oilfield services, from 2004 until his retirement in March 2016. Prior to joining Key Energy Services, Mr. Alario was employed by BJ Services Company, an oilfield services company, where he served as Vice President from 2002 after his prior employer OSCA, Inc. was acquired by BJ Services. Prior to joining BJ Services, Mr. Alario had over 21 years of service in various capacities with OSCA Inc., an oilfield services company, most recently having served as its Executive Vice President. He currently serves as ex-officio chairman of the National Ocean Industries Association. He is also a director of Kirby Corporation, serving as its presiding director and chairman of its Corporate Governance Committee. He is also Executive Chairman of Fluid Delivery Solutions, LLC and is a member of the Board of Managers of Sable Permian Resources..
David Cherechinsky	56	Senior Vice President and Chief Financial Officer	Mr. Cherechinsky has served as Senior Vice President and Chief Financial Officer since February 2018. Mr. Cherechinsky previously served as the Company's Vice President, Corporate Controller and Chief Accounting Officer from February 2014 until February 2018. Mr. Cherechinsky served as Vice President—Finance for National Oilwell Varco's distribution business group from 2003, and as Vice President—Finance for National Oilwell Varco's Distribution & Transmission business segment from 2011, until the Company's spin-off in May 2014. He previously served National Oilwell Varco starting in 1989 in various corporate roles, including internal auditor, credit management and business analyst, and is a CPA.

Name	Age	Position	Biography
Daniel Molinaro	73	Executive Vice President	Mr. Molinaro has served as Executive Vice President since February 2018. Mr. Molinaro previously served as the Company's Senior Vice President and Chief Financial Officer from February 2014 until February 2018. Mr. Molinaro served as National Oilwell Varco's Vice President from 2003, and served as National Oilwell Varco's Treasurer from 1987, until the Company's spin-off in May 2014. Prior to that, he was Controller of the Oilwell Division of U.S. Steel Corporation ("USX"). He started with USX in 1968, and has held various managerial positions in auditing, accounting and finance.
Raymond Chang	49	Vice President, General Counsel and Secretary	Mr. Chang has served as the Company's Vice President and General Counsel since February 2014. Mr. Chang served as National Oilwell Varco's Vice President, Assistant General Counsel and Assistant Secretary from 2009 until the Company's spin-off in May 2014. He previously served National Oilwell Varco starting in 2001 in various positions within its legal department. Prior to joining National Oilwell Varco, he was an associate at the law firm of Baker & McKenzie from 1997 until 2001.
Mark Johnson	38	Vice President, Corporate Controller and Chief Accounting Officer	Mr. Johnson has served as the Company's Vice President, Corporate Controller and Chief Accounting Officer since February 2018. Mr. Johnson previously served as the Company's Vice President – Finance and Assistant Corporate Controller from May 2014 until February 2018. Mr. Johnson served as Vice President – Finance for the National Oilwell Varco Distribution business group from 2012 until the Company's spin-off in May 2014. Before joining National Oilwell Varco in 2008, he worked in public accounting and is a CPA.

STOCK OWNERSHIP

Security Ownership of Certain Beneficial Owners

Based on information filed with the SEC as of the most recent practicable date, this table shows the number and percentage of shares beneficially owned by owners of more than five percent of the outstanding shares of the common stock of the Company at December 31, 2019. The number and percentage of shares of common stock beneficially owned is based on 110,115,431 shares outstanding as of December 31, 2019.

<u>5% Owners</u>	<u>No. of Shares</u>	<u>Percent of Class</u>
BlackRock, Inc. ⁽¹⁾ 55 East 52 nd Street New York, NY 10055	12,296,746	11.17%
Baillie Gifford & Co. ⁽²⁾ Calton Square 1 Greenside Row Edinburgh EH1 3AN Scotland UK	10,519,170	9.55%
The Vanguard Group ⁽³⁾ 100 Vanguard Blvd. Malvern, PA 19355	10,274,722	9.33%
Dimensional Fund Advisors LP ⁽⁴⁾ 6300 Bee Cave Road Building One Austin, Texas 78746	9,086,353	8.25%
Clearbridge Investments, LLC ⁽⁵⁾ 620 8th Avenue New York, NY 10018	7,266,219	6.60%
Massachusetts Financial Services Company ⁽⁶⁾ 111 Huntington Avenue Boston, MA 02199	6,683,865	6.07%

(1) Shares owned at December 31, 2019, as reflected in Amendment No. 6 to Schedule 13G filed with the SEC on February 4, 2020, by BlackRock, Inc. (“BlackRock”). Within the BlackRock group are the following subsidiaries: BlackRock (Netherlands) B.V., BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Ltd, BlackRock Investment Management, LLC and BlackRock Life Limited.

(2) Shares owned at December 31, 2019, as reflected in Amendment No. 6 to Schedule 13G filed with the SEC on January 21, 2020, by Baillie Gifford & Co. (“Baillie Gifford”). Securities reported on this Schedule 13G were reported as being beneficially owned by Baillie Gifford and are held by Baillie Gifford and/or one or more of its investment adviser subsidiaries, which may include Baillie Gifford Overseas Limited, on behalf of investment advisory clients, which may include investment companies registered

under the Investment Company Act, employee benefit plans, pension funds or other institutional clients.

(3) Shares owned at December 31, 2019, as reflected in Amendment No. 5 to Schedule 13G filed with the SEC on February 12, 2020, by The Vanguard Group. Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 91,488 shares or 0.08% of the common stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 40,788 shares or 0.03% of the common stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

(4) Shares owned at December 31, 2019, as reflected in Schedule 13G filed with the SEC on February 12, 2020 by Dimensional Fund Advisors LP. Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such as investment companies, trusts and accounts, collectively referred to as the "Funds"). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment advisor, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively, "Dimensional") may possess voting and/or investment power over the securities of the Company that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Company held by the Funds. However, all securities reported in this schedule are owned by the Funds.

(5) Shares owned at December 31, 2019, as reflected in Amendment No. 4 to Schedule 13G filed with the SEC on February 14, 2020 by Clearbridge Investments, LLC.

(6) Shares owned at December 31, 2019, as reflected in Amendment No. 2 to Schedule 13G filed with the SEC on February 14, 2020, by Massachusetts Financial Services Company.

Security Ownership of Management

This table shows the number and percentage of shares of the Company's common stock beneficially owned as of April 1, 2020 by each of our current directors and executive officers and by all current directors and executive officers as a group. The number and percentage of shares of common stock beneficially owned is based on 110,352,925 shares outstanding as of April 1, 2020. Beneficial ownership includes any shares as to which the director or executive officer has the right to acquire within 60 days of April 1, 2020 through the exercise of any stock option, warrant or other right. Each stockholder has sole voting and investment power, or shares these powers with his/her spouse, with respect to the shares beneficially owned.

Name of Individual	Shares Beneficially Owned		Percent of Class*
	Number of Common Shares ⁽¹⁾	Outstanding Options Exercisable Within 60 Days	
Richard Alario.....	39,309	0	*
Terry Bonno.....	41,709	0	*
Raymond Chang.....	171,317	232,867	*
David Cherechinsky.....	146,828	203,023	*
Galen Cobb.....	39,309	0	*
Paul Coppinger.....	21,747	0	*
James Crandell.....	44,309	0	*
Rodney Eads.....	44,573	0	*
Mark Johnson.....	23,955	81,449	*
Daniel Molinaro.....	188,807	359,576	*
J. Wayne Richards.....	48,520	0	*
All current directors and executive officers as a group (11 persons).....	810,383	876,915	1.5%

*Less than 1 percent.

⁽¹⁾Includes shares deemed held by executive officers and directors in the Company's 401(k) plans and deferred compensation plans.

COMPENSATION DISCUSSION AND ANALYSIS

General Overview

NOW Inc.'s executive compensation program is administered by the Compensation Committee of the Board of Directors. The Compensation Committee establishes specific compensation levels for the Company's executive officers and administers the Company's long-term incentive award plans. The Compensation Committee's objective regarding executive compensation is to design and implement a compensation program that will attract and retain the best available individuals to serve on the Company's executive team and properly incentivize those executives to achieve the Company's short-term and long-term financial and operational goals. To this end, the Compensation Committee strives to provide compensation packages for key executives that generally offer compensation opportunities in the median range of the companies in its designated peer group as described below. Data sources reviewed by the Compensation Committee and its independent compensation consultants include industry survey groups, national survey databases, proxy disclosures and general trend data, which are updated annually. The Compensation Committee reviews all elements of executive compensation both separately and in the aggregate.

Major components of the executive compensation program for 2019 are base salary, participation in the Company's annual cash incentive (bonus) plan and the grant of non-qualified stock options, restricted stock, and performance-based restricted stock awards (long-term incentives).

DNOW Strategy to Unlock Value

1) Deliver Margin Discipline	<ul style="list-style-type: none"> • Using pricing discipline and leveraging technology • Optimizing distribution network • Growing with strategic suppliers • Continuing to tightly manage expenses
2) Optimize Operations	<ul style="list-style-type: none"> • Scale size and number of locations to match market opportunity • Maximize regional distribution centers for stock fulfillment strategy • Invest in and train our human capital • Leverage suppliers
3) Maximize Working Capital Velocity	<ul style="list-style-type: none"> • Invest in organic and inorganic growth • Focus capital on high value-add Supply Chain Solutions and Process Solutions • Leverage inventory investment by optimizing DOI • Allocate capital to high value-add product lines internationally • Continue to conservatively manage debt
4) Drive Growth Through Acquisitions	<ul style="list-style-type: none"> • Leverage acquired product lines to gain organic share • Promote cross-selling into Energy operations at higher margins • Seek high value-add products and solutions • Increase barriers to entry

2019 Performance Overview

In 2019, the Company had the following highlights:

- The Company has completed fourteen acquisitions since its inception in 2014 (two acquisitions during 2019), a reflection of DNOW's continued strategy to drive growth through acquisition;
- Revenue in 2019 of \$2.951 billion;
- EBITDA in 2019 of \$87 million, down from 2018 levels;
- Free cash flow generation in 2019 of \$212 million;
- Actively leveraging M&A to deliver growth and improved profitability.

At the close of 2019 and into 2020, the oil and gas market has been experiencing declining rig counts and oil prices. The Company believes it is in a solid position to weather such difficult market conditions, given that it ended 2019 with \$183 million in cash and no debt, along with approximately \$600 million in total liquidity.

Participants

The following is a list of our named executive officers by name and position, as of December 31, 2019:

Name	Position
Richard Alario	Interim Chief Executive Officer and Director
David Cherechinsky	Senior Vice President and Chief Financial Officer
Daniel Molinaro	Executive Vice President
Raymond Chang	Vice President, General Counsel and Secretary
Mark Johnson	Vice President, Chief Accounting Officer and Corporate Controller

Compensation Program Features

Our compensation program and policies include key features that are designed to align the interests of our executives and stockholders and to mitigate compensation-related risks. The table below highlights our practices:

What We Do	What We Do Not Do
<input checked="" type="checkbox"/> Pay for Performance	<input checked="" type="checkbox"/> No gross-up payments to cover excise taxes or perquisites
<input checked="" type="checkbox"/> Long-term incentives linked to stock price appreciation and company financial performance	<input checked="" type="checkbox"/> No Guaranteed Annual or Multi-Year Bonuses
<input checked="" type="checkbox"/> Annual Cash Incentive and Long-Term Incentives are subject to the Company's clawback policy	<input checked="" type="checkbox"/> No Repricing of Underwater Stock Options
<input checked="" type="checkbox"/> Bonus payments to executives under the annual cash incentive program are capped at a certain percentage of the executive's base salary	<input checked="" type="checkbox"/> No significant compensation in the form of perquisites for executives
<input checked="" type="checkbox"/> Long-term incentive awards do not fully vest until a minimum of three years after the grant	<input checked="" type="checkbox"/> No pledging of our shares by executive officers or directors
<input checked="" type="checkbox"/> Varied performance metrics under short-term and long-term incentive plans	
<input checked="" type="checkbox"/> Double Trigger Provisions for Change in Control	
<input checked="" type="checkbox"/> Independent Compensation Consultant Reports Directly to the Compensation Committee	
<input checked="" type="checkbox"/> Fully independent Compensation Committee	
<input checked="" type="checkbox"/> Benchmark pay relative to the market and review the designated peer group used for market benchmarking on an annual basis	
<input checked="" type="checkbox"/> Robust Stock Ownership Guidelines for Executives and Directors	
<input checked="" type="checkbox"/> Mitigate Undue Risk in Compensation Programs	

CEO Transition

On November 1, 2019, the Board of Directors appointed Mr. Alario, a member of the Board, to serve as the Company's interim Chief Executive Officer, replacing Mr. Workman, effective immediately. Mr. Workman's employment with the Company was terminated without cause. Mr. Workman also resigned from the Board of Directors in connection with his termination. The resignation was not a result of any disagreement that the Company believes caused, in whole or in part, Mr. Workman's resignation.

Workman Severance Payout

In connection with his termination from the Company, Mr. Workman received severance benefits for a termination without cause provided by his employment agreement and his equity award agreements. These benefits generally consisted of:

- \$2,940,000 in cash, representing three times Mr. Workman's base salary for 12 months (which was \$840,000) as well as 50% of Mr. Workman's base salary on the date of termination;
- Accelerated vesting of 384,281 shares of our common stock on the termination date (valued at \$4,380,803 million based on the \$11.40 closing price of our common stock on the date of Mr. Workman's termination), representing the portion of his unvested restricted stock;
- \$53,552 of retirement contribution and matching representing an amount equal to the employer matched contributions which were credited to Mr. Workman under the Company's 401(k) Savings Plan and any other supplemental retirement plan during the twelve (12) month period immediately preceding the date of his termination;
- \$126,000 of outplacement services, valued at 15% of the base salary (which was \$840,000); and
- \$68,343 of accrued vacation pay.

There was no accelerating of vesting of any of Mr. Workman's stock options or performance share awards as a result of his termination. Thus, Mr. Workman forfeited a total of 686,696 unvested stock options and 212,324 unvested performance share awards as a result of his termination. All of Mr. Workman's performance share awards outstanding at the time of his termination were cancelled.

Mr. Workman received no annual incentive cash payout for 2019 under the Annual Incentive Cash Plan.

The severance benefits for Mr. Workman are consistent with the terms of his employment agreement and equity award agreements, and do not provide any additional benefits beyond such terms.

Mr. Workman executed a full release in favor of the Company.

Mr. Alario

Mr. Alario was appointed interim Chief Executive Officer on November 1, 2019. In connection with his appointment, the Company entered into an employment agreement with Mr. Alario effective November 1, 2019. The Compensation Committee engaged its independent compensation consultant Longnecker & Associates ("L&A") to conduct a market study to determine reasonable compensation for an interim chief executive officer. To bring Mr. Alario's compensation in line with his position and the market, the Compensation Committee set Mr. Alario's base salary at \$850,000 with a monthly housing allowance of \$4,000 as Mr. Alario did not reside in Houston as of the date of his appointment as interim Chief Executive Officer. The Compensation Committee granted Mr. Alario a phantom stock award of 208,877 shares of our common stock on November 20, 2019, which vests on the first anniversary of the date of the grant or upon his removal without cause as interim CEO when a new CEO is hired by the Company, whichever event occurs earlier. Mr. Alario also may be eligible for additional incentive awards of nonstatutory stock options,

restricted stock, or phantom stock issued pursuant to the Company's Incentive Compensation Plan. Mr. Alario would not participate in the Company's annual cash incentive plan.

In arriving at its determination of compensation for Mr. Alario, the Board utilized the services of its compensation consultant to review the salaries and compensation packages of interim CEOs at companies of similar size and industry. In addition, the Board took into consideration Mr. Alario's experience and expertise to arrive at a compensation package that balances the interests of shareholders and the need to retain Mr. Alario's services during this interim period. Pursuant to the terms of the employment agreement, Mr. Alario acknowledged his role as an interim Chief Executive Officer and that the Board of Directors was conducting a search for a permanent Chief Executive Officer who will replace Mr. Alario when hired by the Company. Mr. Alario agreed to cooperate with the search for and hiring of the permanent Chief Executive Officer.

CEO Search

Following the announcement of Mr. Workman's termination, the Board of Directors established a CEO Search Committee to identify and evaluate internal and external candidates. To begin the search process, the Search Committee created a CEO profile outlining desired qualities relating to industry knowledge, cultural fit and leadership style, differentiating competencies, motivational fit, and experience. To assist in identifying potential candidates based on the desired CEO profile, the Search Committee retained an executive search firm to engage and identify external candidates. The Search Committee continues to evaluate candidates, both internally and externally, for the hiring of a permanent Chief Executive Officer.

Shareholder Outreach - Say on Pay Feedback

The Company's 2019 Say on Pay vote at the May 2019 annual meeting received 98% support from our shareholders. .

Following the 2018 annual meeting, at the Board's discretion, we reached out by email and phone calls to our top 15 shareholders representing more than 78% of our outstanding shares, to request meetings to discuss any issues or concerns they may have with our executive compensation program. Shareholders representing nearly 30% of our outstanding shares agreed to engage with us. For those that did not respond or agree to engage with us, we reached out to them again to request meetings. We also consulted the publicly-available policies of our major shareholders to better understand their views on executive compensation.

After receiving feedback from our shareholders on our executive compensation program during this engagement effort and evaluating such feedback, the Compensation Committee determined to enhance disclosure under its short-term incentive program and make several changes and enhancements to its long-term incentive plan compensation program to address specific changes discussed during our shareholder outreach efforts, as follows: (1) increasing the weighting of the performance-based share awards from 33 1/3% to 50% of the long-term incentive program, (2) increasing the weighting of the relative total shareholder return (TSR) metric within the performance-based share awards from 33 1/3% to 50%, (3) reducing the duplication of certain performance metrics between the short-term and long-term incentive programs by eliminating the working capital metric from the long-term incentive program and replacing it with a return on capital employed metric, and (4) adding four (4) new companies to the peer group to enhance and improve the comparisons between the Company and its peer group.



The Compensation Committee continues its efforts to ensure that the executive compensation program is optimally designed to reflect shareholder values, enhances the link between executive pay and company performance, responds to changing market practices and retains effective leaders who have a significant understanding of our business, particularly during a cyclical economic environment.

2019 Shareholder Feedback – Our Response Process

<p>SAY ON PAY VOTE</p>	<ul style="list-style-type: none"> • The Company’s May 2018 Say on Pay vote received well below the more than 94% support that we received in prior years. Our Board of Directors viewed this outcome as an indication that further shareholder engagement was needed. • Our Compensation Committee began by taking a fresh look at the entire compensation program of our executives. • The Compensation Committee commenced its evaluation process in November 2018 at its first meeting following our 2018 Annual Meeting.
<p>TARGETED SHAREHOLDER ENGAGEMENT</p>	<ul style="list-style-type: none"> • The Board and management undertook an enhanced shareholder engagement effort, reaching out to our top 15 shareholders, representing more than 78% of our outstanding shares. • During September and October 2018, our Compensation Committee Chair, along with management, met with our largest shareholders, representing nearly 30% of our shares outstanding to discuss feedback on our executive compensation program. • These engagement efforts informed the Compensation Committee’s discussion and allowed the Committee to better assess shareholder views.
<p>COMPENSATION COMMITTEE ASSESSMENT</p>	<ul style="list-style-type: none"> • The Committee, together with its independent compensation consultant and management, undertook a comprehensive review of our executive program, including the performance metrics and targets used for our LTIP, as well as our peer group. • The Committee continued to review and discuss these changes at its November 2018 and February 2019 meetings.
<p>COMPENSATION COMMITTEE ACTIONS AND 2019 RESULTS</p>	<ul style="list-style-type: none"> • Ultimately, after considering the perspective provided by shareholders, management and the independent compensation consultant, our Compensation Committee made several changes to our executive compensation structure. • The Company’s 2019 Say on Pay vote at the May 2019 annual meeting received 98% support from our shares.

Key Compensation Actions and Decisions

The key features of the redesign of our long-term incentive compensation program for 2019 awards and enhanced disclosure of our short-term incentive compensation program are set forth below and are described in further detail in the Components of Compensation sections and Recent Developments below.

 What We Heard From Investors	 Changes We Made
Disclose performance metric targets for the annual short-term incentive plan	We have provided the specific performance metric targets for our annual short-term incentive plan, along with detail as to how these metrics were determined and set, thereby enhancing our disclosure on our annual short-term incentive plan. For more information, see our discussion under “ <i>Components of Compensation—Annual Incentive Award</i> ”.
Long-term incentive award program needs to have more weighting on performance-based vehicles	The performance-based share awards now comprise 50% of the long-term incentive award program for the Company’s executives. For more information, see our discussion under “ <i>Components of Compensation—Long-Term Incentive Compensation</i> ”.
Greater reliance on performance-based measures relative to a peer group, such as total shareholder return	In the performance-based share awards, total shareholder return relative to the peer group is now 50% of the performance-based share awards. For more information, see our discussion under “ <i>Components of Compensation—Long-Term Incentive Compensation</i> ”.
Avoid duplication between metrics used for the short-term incentive program and the long-term incentive program	EBITDA (1) and working capital were the two measures used in both the short-term incentive program and the long-term incentive program. In the long-term incentive program, we have removed working capital as a measure and replaced it with return on capital employed (ROCE). The EBITDA metric was generally considered by our shareholders to be the most important financial metric for the Company’s performance to be measured by, which is why it remained as a performance measure in both the short-term incentive program and the long-term incentive program (though the weighting of the EBITDA metric was reduced in the long-term incentive program). For more information, see our discussion under “ <i>Components of Compensation—Long-Term Incentive Compensation</i> ”.
Review the compensation peer group to confirm operational alignment and appropriate size	Added two companies to our peer group and eliminated three companies based on qualitative and quantitative similarity. The TSR peer group was modified in the same manner as well. For more information, see our discussion under “ <i>Competitive Positioning</i> ”.

(1) EBITDA excluding other costs (referred to as “EBITDA” within this document) is reconciled in our 2019 10-K to the most comparable GAAP financial measure.

In addition to engaging with our shareholders, we also engaged by phone with members from ISS and Glass Lewis to gain clarity on matters they highlighted in their reports to investors. During these engagements, we received clarification on how they evaluated our 2019 proxy disclosure and how they intend to evaluate our 2020 proxy disclosure.

We believe that we have updated our compensation practices in a manner appropriate for a company of our size and stage of growth. We intend to continue engaging with our shareholders and reviewing our compensation and governance practices in the future.

Compensation Philosophy

The Company believes that compensation should be directly linked to performance and the creation of long-term value for our stockholders. The Company achieves this by providing a mix of base salary, short-term and long-term incentives with compensation opportunities measured by a variety of time horizons to balance our near-term and long-term strategic goals.

The Company's compensation program places a very strong emphasis on performance driven annual and long-term incentives to align the executive's interests with stockholder value. The annual and long-term incentives are calculated and paid based primarily on financial measures of profitability and stockholder value creation. Executives of the Company are incentivized to increase the Company's profitability and stockholder return and to optimize the Company's financial performance in order to earn a major portion of their compensation package.

The Company seeks to structure a balance between achieving strong short-term annual results and ensuring the Company's long-term success and viability. The Company wants each of its executives to balance his or her focus between the Company's day-to-day operational performance and the Company's long-term goals and strategies. To reinforce the importance of balancing these perspectives, the Company's executives are provided both short and long-term incentives.

Components of NOW's Compensation Program

Components of Compensation		Total Compensation Purpose
Fixed Pay	Base Salary	<ul style="list-style-type: none"> Fixed level of compensation to attract and retain executive talent Salary level based on tenure, expertise, scope of responsibility and individual performance
Performance Pay	Annual Incentives (Cash)	<ul style="list-style-type: none"> Incentivize and reward executives for achieving the Company's profitability goals Encourage prudent deployment of capital Attract, motivate, and retain high quality management talent
Performance Pay	Stock Options	<ul style="list-style-type: none"> Link significant portion of executive compensation to the enhancement of stockholder value Focus executives on share price appreciation and reward for creating long-term stockholder value
Performance Pay	Performance Shares	<ul style="list-style-type: none"> Recognizes the Company's total shareholder performance relative to industry peers Encourage positive financial results on the income statement and balance sheet Links the Company's performance to long-term stockholder value creation Provides a long-term incentive vehicle tied to a three-year performance goal
"At Risk" Pay	Restricted Stock	<ul style="list-style-type: none"> Aligns interests of executives with shareholders by providing long-term stock ownership Requires three-year cliff vesting, thus serves as a retention tool

There were no compensation policy differences among the individual executives in 2019, except that the more senior officers receive higher compensation consistent with their increased responsibilities. These

differences are reviewed and considered in connection with the compensation analysis performed by the Compensation Committee's independent consultant.

Compensation of the Chief Executive Officer

The Compensation Committee determines the compensation of the Chief Executive Officer based on competitive peer group data, leadership, meeting operational goals, executing the Company's business plan, and achieving certain financial results. Components of the former Chief Executive Officer's compensation for 2019 are consistent with those for executive officers as described above and included base salary, participation in the annual incentive plan and the grant of stock options, restricted stock and performance awards.

In considering the Chief Executive Officer's base salary level, the Compensation Committee, generally on an annual basis, reviews the compensation level of Chief Executive Officers of each of the companies in the designated peer group and considers the Chief Executive Officer's individual performance and success in achieving the Company's strategic objectives.

The Compensation Committee establishes goals and objectives for the Chief Executive Officer for each fiscal year. For 2019, the former Chief Executive Officer's performance was measured in four key areas of the Company that align with DNOW's strategic goals: (1) financial performance, (2) formulation and implementation of Company strategy, (3) operational performance, and (4) management and employee development. The specific goals within these four areas were set based on a determination of prioritizing the Chief Executive Officer's efforts on those specific areas and responsibilities that would have the greatest impact on the Company, and included the following:

- grow market share, manage EBITDA margins and improve working capital as a percentage of revenue;
- identify and execute on strategic growth opportunities;
- utilize in an efficient manner Board approved capital expenditures;
- manage the size of operations based upon analysis of business and market conditions; and
- training throughout the Company to ensure best in class management development processes.

Competitive Positioning

Because of the goals and objectives for executive compensation, the Company believes each element of compensation should be properly designed, as well as competitive with the marketplace, to incentivize its executives in the manner stated above. The Company believes it is also important that executive compensation be properly designed to attract and retain talented executives.

As part of its process to establish compensation levels for the Company's named executive officers, the Compensation Committee compares each of the major elements of compensation (base salary, annual bonus and long-term incentives) for each of its named executive officers against the median compensation provided to comparable executive officers at companies in a designated peer group. When analyzing peer group data, the Compensation Committee does not establish a specific numeric range around the median data points, which it considers reasonable or acceptable. Rather, in setting compensation for any particular named executive officer, the Compensation Committee considers any variance from the median, taking into account other factors as discussed below, and determines whether such variance is appropriate. If the Compensation Committee determines that any variance is unwarranted, the Compensation Committee will make appropriate adjustments to the compensation levels.

In September 2019, the Compensation Committee requested that L&A review its designated peer group against which the Company's named executive officers compensation is compared, and provide

recommendations on the ongoing peer group framework. The designated peer group, developed in 2014, was comprised of companies of similar size, companies in the equipment and services industry with emphasis on serving the energy industry, and companies in the peer group of its closest competitors, as well as companies for which the Company competes for management talent.

After reviewing the peer group and L&A’s analysis and recommendations, the Compensation Committee approved the following peer group of 17 companies to form the Company’s designated peer group:

Oceaneering International, Inc.	WESCO International Inc.	KBR, Inc.
MRC Global Inc.	Flowserve Corp.	Kaman Corp.
MasTec, Inc.	Fastenal Company	DXP Enterprises, Inc.
MSC Industrial Direct Co. Inc.	Apergy Corporation	Applied Industrial Technologies, Inc.
Anixter International Inc.	Exterran Corporation	Gardner Denver Holdings, Inc.
Kennametal, Inc.	RPC, Inc.	

The Compensation Committee recognized that the designated peer group was within reasonable size parameters (generally 0.5 times to 3 times the Company’s revenues, assets, EBITDA and/or market capitalization) and were generally similar to the Company in terms of industry and/or operations.

The Compensation Committee then engaged L&A in September 2019 to conduct its annual competitive review of executive compensation for the Company’s top five executives relative to its peer companies, as well as to analyze internal pay equity based on the peer group approved by the Compensation Committee. L&A analyzed and compared each position’s responsibilities and job title to develop competitive market data. Its executive compensation review covered the following elements of compensation: base salaries, annual bonuses (realizable), and equity compensation (realizable). L&A generated data on the components of the Company’s compensation program compared to the market 25th percentile, market 50th percentile, and market 75th percentile of the designated peer group.

Based on the compiled data and the comparisons prepared by L&A, the Compensation Committee, in consultation with the Company and L&A, determined that the total direct compensation for the Company’s named executive officers relative to the designated peer group was generally positioned between the 25th percentile and 50th percentile range of the peer group.

Components of Compensation

The following describes the elements of the Company’s compensation program for 2019, why they were selected, and how the amounts of each element were determined.

Base Salary

Base salaries provide executives with a fixed level of monthly cash income. While the Compensation Committee is aware of competitive levels, actual salary levels are based on factors including tenure, individual performance, and level and scope of responsibility. The Company does not give specific weights to these factors. The Compensation Committee determines median base salary levels by having L&A conduct a comprehensive review of information provided in proxy statements filed by our peer companies. Generally, each executive is reviewed by the Compensation Committee individually on an annual basis. Salary adjustments are based on the individual’s experience and background, the individual’s performance during the prior year, the general movement of salaries in the marketplace, our financial position and, for each executive other than the Chief Executive Officer, the recommendations of our Chief Executive Officer. The Compensation Committee does not establish specific individual goals for the Company’s named executive officers, other than the Chief Executive Officer (see “Compensation of the Chief Executive Officer” above for a discussion of the Chief Executive Officer’s goals). The Compensation Committee’s analysis of the individual performance of any particular named executive officer is subjective in nature and

takes into account the recommendations of the Chief Executive Officer (other than with respect to him). As a result of these factors, an executive's base salary may be above or below the targeted median at any point in time.

In November 2017, the Compensation Committee conducted its annual review with L&A of the base salaries of the named executive officers. The Compensation Committee considered each named executive officer's base salary relative to his peers and found that the Company's Chief Executive Officer was still below the market 25th percentile and the other executives were generally aligned between the market 25th percentile and the market 50th percentile. Given that market conditions during 2017 had improved and the Company's performance had improved as well, and also given that the Company's executive officers had not had any base salary adjustments for three years (and the executives' base salary levels have remained below median levels since the Company was spun-off in 2014), the Compensation Committee requested that L&A review and update the original three year base pay plan that was approved in 2014 to align the named executive officers base salaries to the median level of its peers over a three year period (but suspended in 2015 due to market conditions), in an effort to come up with a long-term plan to align executive base salary pay to market median levels.

After such review and analysis, the Compensation Committee agreed to staged increases in base salary pay over a three-year period for its named executive officers to align with market median levels ("Updated Three Year Base Pay Plan"). Thus, effective January 1, 2018, the Compensation Committee approved the following base salary increases for the Company's executive officers: Daniel Molinaro – from \$425,000 to \$450,000; Raymond Chang – from \$368,000 to \$400,000; and David Cherechinsky – from \$300,000 to \$305,000. These base salary adjustments were the result of the Compensation Committee approving the Updated Three Year Base Pay Plan, as a result of their following findings:

- (1) the Company's Chief Executive Officer was still below the market 25th percentile in base salary pay and the other executives were generally aligned between the market 25th percentile and the market 50th percentile,
- (2) market conditions during 2017 had improved and the Company's performance had improved as well, and
- (3) the Company's executive officers had not had any base salary adjustments for three years.

The Updated Three Year Base Pay Plan was designed to address the above concerns, taking into further consideration that the executives' base salary levels have remained below median levels since the Company was spun-off in 2014, and the implementation of this new plan was designed to bring executive compensation closer to the market 50th percentile over a three year period.

On February 20, 2018, the Compensation Committee, after consulting with L&A, approved the following base salary increases for the Company's executive officers: David Cherechinsky – from \$305,000 to \$405,000 and Mark Johnson – from \$168,000 to \$243,000. Increases in base salary for these executive officers were approved, effective February 16, 2018, as a result of such executive's promotions to new positions at the Company and each of their increased responsibilities (Mr. Cherechinsky becoming the Company's Chief Financial Officer and Mr. Johnson becoming the Company's Chief Accounting Officer, effective February 16, 2018). While each of their new base salaries are still below the median level of comparable salaries offered by the Company's industry peers, it moves their prior salaries to a level closer to the median level and allows the Company to bring their compensation closer to the market 50th percentile over a period of time.

In November 2018, the Compensation Committee conducted its annual review with L&A of the base salaries of the named executive officers. L&A reviewed executive base salaries relative to the peer group, and determined that the Updated Three Year Base Pay Plan was still supported by market data. The Compensation Committee considered each named executive officer's base salary relative to his peers and

found that the Company’s Chief Executive Officer was at the market 25th percentile and the other executives were generally aligned between the market 25th percentile and the market 50th percentile. Given that market conditions continued to improve in 2018 and the Company’s performance had improved as well in 2018 over 2017, the Compensation Committee agreed to continue implementation of base salary adjustments for the Company’s executives consistent with the Updated Three Year Base Pay Plan in 2019.

Thus, effective January 1, 2019, the Compensation Committee approved the following base salary increases for the Company’s executive officers: Robert Workman – from \$700,000 to \$840,000, David Cherechinsky – from \$405,000 to \$425,000 and Raymond Chang – from \$400,000 to \$412,000. These base salary adjustments were the result of the Compensation Committee approving the Updated Three Year Base Pay Plan in November 2017, and implementing the base salary adjustments for year two of the plan, as a result of their following findings: (1) the executives were generally aligned between the market 25th percentile and the market 50th percentile in base salary pay, (2) market conditions during 2018 had improved and the Company’s performance had improved as well (the Company’s revenue and EBITDA significantly improved from 2017 to 2018), and (3) most of the executive officers had not had any base salary adjustments for three years prior to 2018. The Updated Three Year Base Pay Plan was designed to address the above concerns, taking into further consideration that the executives’ base salary levels have remained below median levels since the Company was spun-off in 2014, and the implementation of this new plan was designed to bring executive compensation closer to the market 50th percentile over a three year period.

In November 2019, the Compensation Committee conducted its annual review with L&A of the base salaries of the named executive officers. L&A reviewed executive base salaries relative to the peer group, and determined that the Updated Three Year Base Pay Plan was still supported by market data. The Compensation Committee considered each named executive officer’s base salary relative to his peers and found that the Company’s executive officers were generally aligned between the market 25th percentile and the market 50th percentile. However, given that market conditions stabilized in 2019 and projections for market conditions in 2020 appeared to be challenging, Company management requested that the Compensation Committee suspend the previously approved Updated Three Year Base Pay Plan, and maintain each executive’s base salary at current levels. The Compensation Committee, in consultation with the Company and L&A, reviewed the Company’s request. While the Compensation Committee found the Updated Three Year Base Pay Plan to still be fully supported by market data, it agreed to honor the Company’s request and suspend implementation of the previously approved base salary adjustments for the Company’s executive officers per the Updated Three Year Base Pay Plan, and agreed to take such actions taken by Company management into consideration when compensation was reviewed again at the end of 2020.

Effective November 1, 2019, the Compensation Committee, after consulting with L&A, approved an \$850,000 base salary for Richard Alario upon his appointment as interim Chief Executive Officer. This base salary was a result of Mr. Alario’s appointment as interim Chief Executive Officer and the responsibilities that came with such role.

The Company’s named executive officers had the following base salaries at the end of 2019:

Name	2019 Base Salary
Richard Alario	\$850,000 (1)
Daniel Molinaro	\$450,000
David Cherechinsky	\$425,000
Raymond Chang	\$412,000
Mark Johnson	\$243,000

- (1) The Compensation Committee set Mr. Alario’s base salary at \$850,000 with a monthly housing allowance of \$4,000 until a permanent CEO is hired, as Mr. Alario did not reside in Houston as of the date of his appointment as interim Chief Executive Officer.

Annual Incentive Award

The objectives of the Company’s annual cash incentive plan are to incentivize performance to achieve the Company’s corporate growth and profitability goals, encourage smart investments and prudent employment of capital, incent efficient and optimal cash flow management, and provide competitive compensation packages to attract and retain management talent.

The Company’s annual incentive plan is designed to reward its executives in line with the financial performance of the Company on an annual basis. When the Company is achieving strong financial results, its executives will be rewarded well through its annual incentive plan. The Company believes this structure helps keep the executives properly motivated to continue helping the Company achieve these strong results.

The Company’s annual incentive plan has two independent, pre-determined metrics to measure the Company’s success and payouts under such plan: (1) working capital as a percentage of revenue (“Working Capital”) and (2) EBITDA percentage (“EBITDA”). Working capital is defined as current assets (excluding cash) less current liabilities (excluding short-term borrowings). EBITDA means earnings before interest, taxes, depreciation and amortization. EBITDA excluding other costs (referred to as “EBITDA” within this document) is reconciled in the Company’s 2019 Form 10-K to the most comparable GAAP financial measure. This financial measure excludes the impact of certain other amounts and is not calculated in accordance with GAAP.

Substantially all corporate exempt employees of the Company, including executive officers with the exception of Mr. Alario, are eligible to participate in the Company’s annual incentive plan in 2019, aligning a portion of each employee’s cash compensation with Company performance. Pursuant to the terms of Mr. Alario’s employment agreement with the Company to serve as Interim Chief Executive Officer, he is not eligible to participate in the Company’s annual incentive plan.

These metrics were chosen to align management’s incentives with DNOW’s strategic goals, which have been extensively communicated with DNOW’s shareholders. Our shareholders consider both these metrics to be very important to them in judging the Company’s overall performance:

Metric	Alignment with strategy
Working capital	Working capital is directly aligned with DNOW’s strategic approach to capital allocation. This metric incentivizes executive officers to focus on DNOW’s liquidity, operational efficiency and short-term financial health.
EBITDA	EBITDA is directly aligned with DNOW’s strategic goal to optimize operations. This metric incentivizes executive officers to focus on DNOW’s core operations and overall health of our business.

Each participant is assigned a target level percentage bonus (target incentive opportunity), which ranges from 5% to 100% of salary, depending on the level of the participant. There are three performance metric result levels of the target level percentage bonus set under the incentive plan for each of the two performance metrics – minimum (50%), target (100%) and maximum (200%) (the “performance metric result”). Entry level is the “minimum” level of EBITDA and Working Capital for which the Company provides an annual incentive payout.

The table below sets forth the different payout levels for the entry/threshold level, target level, and maximum level achievements for the EBITDA and Working Capital metrics:

Performance Levels for EBITDA and Working Capital	Payout Level
Below Entry/Threshold	No Payout
Entry/Threshold	50% of Target Payout
Target	100% of Target Payout
Maximum	200% of Target Payout

If the Company’s EBITDA is less than the entry level threshold, then there is no payout in that fiscal year for the EBITDA portion of the annual incentive. If the Company’s Working Capital is less than the entry level threshold, then there is no payout in that fiscal year for the Working Capital portion of the annual incentive. Results falling between the stated thresholds of minimum, target and maximum will result in an interpolated, or sliding scale payout.

For 2019, the chief financial officer’s participation level was 80% and the other executive officers’ participation levels were between 75-80%. These participation level percentages are based on each executive’s level of responsibility for the Company’s financial performance.

A summary of the executive officer’s participation level is below:

Name	Participation Level (% of Base Salary)	Entry	Target	Maximum
Richard Alario (1)	0%	-	-	-
David Cherechinsky	80%	50%	100%	200%
Daniel Molinaro	80%	50%	100%	200%
Raymond Chang	80%	50%	100%	200%
Mark Johnson	75%	50%	100%	200%

(1) Mr. Alario’s employment agreement does not allow him to participate in the Company’s annual cash incentive plan.

The Compensation Committee believes the use of two separate metrics, EBITDA and Working Capital, as the designated performance objectives under the annual incentive plan best align the interests of the Company’s stockholders and the Company’s executive officers. The “target” objective is set based on the Company’s operating and financial plan for that given year, which is thoroughly prepared and reviewed by the Company each year based on projected industry market conditions for that year and the operating budgets announced by companies in the industry. This plan and the “target” objective are fully reviewed and vetted by the Compensation Committee as well as the Company’s Board of Directors. The “target” objective is thus set at a level that the Company believes is challenging to meet but achievable if the Company properly and efficiently executes its operational plan and market conditions are positive and favorable during the year.

The “minimum” and “maximum” level of EBITDA and Working Capital under the incentive plan are set based off of the “target” objective. The Compensation Committee believes this objective, formulaic measure allows the “minimum” objective to be set at a level that the Company can achieve even if market conditions are not as favorable. The “minimum” objective serves to motivate the Company’s executives to continue to work towards executing the Company’s operational plan if market conditions, which are generally outside the control of the Company, are not as favorable. The Compensation Committee believes this objective, formulaic measure allows the “maximum” objective to be set at a level that would be extremely challenging for the Company to achieve. The Compensation Committee believes that, for the

“maximum” objective to be achieved, a combination of market conditions being much more favorable than initially forecasted and the Company executing its operational plan in a highly efficient manner would need to occur.

In February 2019, the Compensation Committee approved the structure of the 2019 NOW Inc. Annual Incentive Plan, with a 65% weighting to the EBITDA metric and the remaining 35% weighting to the Working Capital metric. The Compensation Committee increased the overall difficulty level of the minimum, target, and maximum levels under each metric for the 2019 plan, to incentivize greater Company performance in 2019 over 2018.

The metrics for EBITDA and Working Capital were set as follows by the Compensation Committee:

EBITDA Metric	2018 Metric	2019 Metric	2019 Performance Metric Weight
Entry	2.0%	3.0%	65%
Target	2.5%	3.5%	65%
Maximum	4.5%	4.5%	65%

WC/R Metric	2018 Metric	2019 Metric	2019 Performance Metric Weight
Entry	30%	25%	35%
Target	25%	22.5%	35%
Maximum	20%	20%	35%

	Metric	Weighting	Entry	Target	Maximum	Actual Achievement
2019	EBITDA	65%	3.0%	3.5%	4.5%	2.948%
	WC/R	35%	25%	22.5%	20%	20.987%
2018	EBITDA	65%	2.0%	2.5%	4.5%	3.4858%
	WC/R	35%	30%	25%	20%	22.078%

NOTE: To increase the difficulty level of achieving the working capital metric, percentages are reduced (i.e., lower working capital percentages indicate higher achievement by the Company)

Payouts are determined by metric under the Company's annual incentive plan using the following formula:



The following examples calculate an annual incentive award payment for Mr. Cherechinsky assuming (1) the Company's 2019 EBITDA and Working Capital were each equal to the entry level set under the incentive plan, (2) the Company's 2019 EBITDA and Working Capital were each equal to the target set under the incentive plan, and (3) the Company's 2019 EBITDA and Working Capital each exceeded the maximum set under the incentive plan:

EBITDA Metric	Base Salary	Target Incentive Opportunity	Performance Metric Weight	Performance Metric Result	Award Amount
Entry	\$425,000	80%	65%	50%	\$110,500
Target	\$425,000	80%	65%	100%	\$221,000
Maximum	\$425,000	80%	65%	200%	\$442,000

WC/R Metric	Base Salary	Target Incentive Opportunity	Performance Metric Weight	Performance Metric Result	Award Amount
Entry	\$425,000	80%	35%	50%	\$59,500
Target	\$425,000	80%	35%	100%	\$119,000
Maximum	\$425,000	80%	35%	200%	\$238,000

Market conditions weakened significantly as 2019 came to a close. The Company's operating results were negatively impacted by the decreased price of oil and declining rig counts during 2019, resulting in the Company performing below the entry level of EBITDA under its annual cash incentive plan, as market conditions at the end of 2019 were less favorable than originally anticipated. The Company was able to manage its balance sheet efficiently and well during 2019, resulting in the Company achieving better than the target level of Working Capital under its annual cash incentive plan.

The Company's achievement against the financial portion of the Annual Incentive Award in 2019 is as follows:

Metric	Achievement	Achievement as a % of Target	Weighted Payout (%)
EBITDA	2.948%	Below Entry Level	0%
Working Capital	20.987%	160.5%	56.2%

Thus, based on the Company's financial results in 2019, bonus payments were made to the Company's named executive officers, as follows: Mr. Cherechinsky - \$191,001; Mr. Molinaro - \$202,236; Mr. Chang - \$185,159; and Mr. Johnson - \$102,382.

Name	Base Salary	Target Incentive Opportunity	Performance Metric Weight	Performance Metric Result	Award Amount	Total Award Amount
Daniel Molinaro	\$450,000	80%	65.00%	0%	\$0	\$202,236
			35.00%	160.5%	\$202,236	
David Cherechinsky	\$425,000	80%	65.00%	0%	\$0	\$191,001
			35.00%	160.5%	\$191,001	
Raymond Chang	\$412,000	80%	65.00%	0%	\$0	\$185,159
			35.00%	160.5%	\$185,159	
Mark Johnson	\$243,000	75%	65.00%	0%	\$0	\$102,382
			35.00%	160.5%	\$102,382	

Neither Mr. Workman nor Mr. Alario received any bonus payments, as Mr. Workman forfeited any right to a bonus payment upon his termination from the Company and Mr. Alario does not participate in the Company's bonus program.

Long-Term Incentive Compensation

The primary purpose of the Company's long-term incentive compensation is to focus its executive officers on a longer-term perspective in their managerial responsibilities. This component of an executive officer's compensation directly links the officers' interests with those of the Company's stockholders. In addition, long-term incentives encourage management to focus on the Company's long-term development and prosperity in addition to profitability and optimal cash flow. This program helps balance long-term versus short-term business objectives, reinforcing that one should not be achieved at the expense of the other. The Company's long-term incentive compensation program also serves to help the Company attract and retain management talent.

The Company grants stock options, time-based restricted stock, and performance-based share awards to the Company's key executives based on competitive grants within the industry and based on the level of long-term incentives appropriate for the competitive long-term compensation component of total compensation. Such executives are eligible to receive stock options, restricted stock, and performance share awards annually, with other key managers being eligible to receive equity grants on a discretionary basis. Eligibility for an award does not ensure receipt of an award.

In January 2015, the Compensation Committee agreed that equity grants to be made to the Company's executives under the Company's long-term incentive plan would consist of the following:

- 33 1/3% stock options,
- 33 1/3% time-based restricted stock and
- 33 1/3% performance-based share awards.

Starting with the 2019 long-term equity incentive grants to its executives, the long-term equity incentive program are comprised of the following:

- 25% stock options,
- 25% time-based restricted stock and
- 50% performance-based share awards.

This change was to ensure that 50% of the Company's long-term incentive awards to its executives were purely performance based.

The goal of the stock option program is to provide a compensation program that is competitive within the industry while directly linking a significant portion of the executive's compensation to the enhancement of stockholder value. The ultimate value of any stock option is based solely on the increase in value of the shares of the Company's common stock over the grant price. Accordingly, stock options have value only if the Company's stock price appreciates from the date of grant. Additionally, the option holder must remain employed during the period required for the option to "vest", thus providing an incentive for an option holder to remain employed by the Company. This at-risk component of compensation focuses executives on the creation of stockholder value over the long-term and is therefore inherently performance-based compensation.

The goal of the performance-based share award program is to provide a compensation program that is also competitive within the industry while directly linking a significant portion of the executive's compensation to the financial performance of the Company. The performance-based share awards received by the executives have value only if the Company's designated financial performance objectives are met and exceeded. Additionally, the holder must also remain employed during the period required for the award to "vest", thus providing an additional incentive for the award holder to remain employed by the Company. This at-risk component of compensation focuses executives on achieving strong financial performance for the Company over the long-term.

The goal of time-based restricted stock award grants is to serve as a key retention tool for the Company to retain its executives and key employees. The restricted stock awards will have value to the executive even if the Company's stock price falls below the price on the date of grant, provided that the executive remains employed during the period required for the award to "vest".

The Company believes that its equity incentive grants must be sufficient in size and duration to provide a long-term performance and retention incentive for executives and to increase their interest in the appreciation of the Company's stock and achievement of positive financial results, both in absolute terms and relative to its peers. The Company believes that stock option, restricted stock, and performance award grants at a competitive level, with certain vesting requirements, are an effective way of promoting the long-term nature of its business.

Options are granted with an exercise price per share equal to the fair market value of the Company's common stock on the date of grant and generally vest in equal annual installments over a three-year period, and have a seven-year term subject to earlier termination. Option grants, restricted stock award grants, and performance award grants must be reviewed and approved by the Compensation Committee.

The Company's long-term incentive compensation program is focused on employees who will have a greater impact on the direction and long-term results of the Company by virtue of their roles and responsibilities.

The Compensation Committee, Company management, and L&A each believe it is important that a portion of the equity grants included a grant based on the satisfaction of a specified performance condition to

determine vesting of that particular grant. After consultation with Company management and L&A, the Compensation Committee established three separate performance metrics to be used for vesting of the performance share awards for executives. The Compensation Committee believed that the performance measures they established would serve to motivate the Company's executives to deliver results aligned with the interests of Company stockholders. The performance share awards can be earned by the executives only by performance against established goals and vest three years from the grant date.

Starting with the 2019 long-term equity incentive grants to its executives, the Compensation Committee removed the working capital metric from the long-term incentive program and replaced it with a return on capital employed metric. As discussed above, the EBITDA metric was generally considered by our shareholders to be the most important financial metric for the Company's performance to be measured by, which is why it remained as a performance measure in both the short-term incentive program and the long-term incentive program (though the weighting of the EBITDA metric was reduced in the long-term incentive program).

Starting with the 2019 long-term equity incentive grants to its executives, the performance share awards are divided into three separate performance metrics:

- 50% with a TSR (total shareholder return) goal,
- 25% with an EBITDA goal, and
- 25% with a return on capital employed goal (ROCE).

With respect to the EBITDA performance metric, the Compensation Committee approved increasing the EBITDA performance metrics to 3.0%, 3.5% and 4.5% for the minimum, target and maximum levels, respectively. The Compensation Committee also removed the working capital metric and replaced it with a return on capital employed goal (ROCE). With respect to the return on capital employed metric, the Compensation Committee approved the metrics of 7.0%, 8.0% and 9.0% for the minimum, target and maximum levels, respectively.

Level	Payout %	Percentile Rank vs. Designated Peer Group	Actual EBITDA Performance	Actual Return on Capital Employed (ROCE) Performance
Maximum	200%	75 th percentile or greater	4.5% or higher	9% or higher
Target	100%	50 th percentile	3.5%	8%
Minimum	50%	25 th percentile	3%	7%
No Payout	0%	Less than 25 th percentile	Less than 3%	Less than 7%

Performance against the TSR goal is determined by comparing the performance of the Company's TSR with the TSR performance of the members of the Company's designated peer group for the three-year performance period of the performance share awards. The Compensation Committee believes that the members of the Company's designated peer group are an appropriate benchmark against which to compare the Company's TSR performance. The above table summarizes the relationship between the Company's TSR performance when compared with the TSR performance of the members of its designated peer group and the associated payout levels for the performance achieved for the TSR portion of the award.

Performance against the EBITDA percentage goal is determined by comparing the performance of the Company's actual EBITDA percentage performance average for each of the three years of the performance period against the EBITDA goal set by the Compensation Committee. The above table summarizes the payout levels on the EBITDA portion of the award based on the Company's EBITDA percentage performance against the EBITDA percentage goal.

Performance against the return on capital employed goal is determined by comparing the performance of the Company's actual return on capital employed as a percent of return of capital employed average for each of the three years of the performance period against the return on capital employed goal set by the Compensation Committee. The above table summarizes the payout levels on the return on capital employed portion of the award based on the Company's return on capital employed against the return on capital employed goal (ROCE).

Results falling between the stated thresholds of minimum, target and maximum will result in an interpolated, or sliding scale payout.

The Compensation Committee implemented this performance award structure to provide for long-term incentives comparable to those awards used by the Company's peers, such as:

- Making award payouts based on multiple measures/metrics; and
- Providing an earn-out structure with a threshold and maximum payout with varying levels of performance to incentivize performance

2017-2019 Performance Period

The performance share awards granted in 2017, vesting in 2020, were eligible to be earned based on the Company's performance against the three separate, equally-weighted performance metrics, TSR, EBITDA and working capital, during the three-year period from January 1, 2017 to December 31, 2019. The performance results for each metric and the payout levels for these performance share awards, which were certified by the Compensation Committee in February 2020, are as follows:

Metric	Performance Result 2017-2019	Payout %
EBITDA	2.23%	161.6%
Working Capital	20.82%	200%
TSR	21.4 percentile	0%

Among the three independent metrics for the performance awards, the working capital metric exceeded the maximum threshold point, resulting in a 200% payout and the EBITDA metric exceeded the target threshold point, resulting in a 161.6% payout. The third metric, TSR, did not result in any award given that DNOW fell below the minimum threshold point.

Name	Performance Awards Granted in 2017 (Target # of Shares)	Performance Awards Paid Out in 2020 (# of Shares) (1)
David Cherechinsky	4,912	5,920
Daniel Molinaro	11,051	13,321
Raymond Chang	8,595	10,361
Mark Johnson (2)	-	-

(1) Represents the gross number of shares that were paid out, before deduction of shares to cover tax withholding obligations.

(2) Mr. Johnson was not an executive at the time of the 2017 grants and was thus not granted performance awards in 2017.

Mr. Workman's performance awards were cancelled as a result of his termination, so he received no payout for his performance awards.

2019-2021 Performance Period

As a result of our Say-On-Pay proposal results following the 2018 annual meeting, at the Board's discretion, we reached out to our top 15 shareholders representing more than 78% of our outstanding shares, to request meetings to discuss any issues or concerns they may have with our executive compensation program. In September and October 2018, the Board's Compensation Committee Chair at that time, Mr. Alario, along with Mr. Chang, the Company's General Counsel, met by phone with shareholders representing nearly 30% of our outstanding shares. These meetings provided the Compensation Committee and the Board with valuable insights into our shareholders' perspectives on our compensation program and potential improvements to the program, as described below.

After receiving feedback from our shareholders on our executive compensation program during this engagement effort and evaluating such feedback, the Compensation Committee determined to make several changes and enhancements to its long-term incentive plan compensation program to address specific changes discussed during our shareholder outreach efforts, as follows: (1) increasing the weighting of the performance-based share awards from 33 1/3% to 50% of the long-term incentive program, (2) increasing the weighting of the relative total shareholder return (TSR) metric within the performance-based share awards from 33 1/3% to 50%, and (3) reducing the duplication of certain performance metrics between the short-term and long-term incentive programs by eliminating the working capital metric from the long-term incentive program and replacing it with a return on capital employed metric.

The main goals behind the Compensation Committee agreeing to make these changes in November 2018, for all annual equity grants for the Company's executives on a go forward basis, starting with their 2019 long-term equity incentive grants, was to ensure that:

- performance based awards comprised at least half of the long-term incentive program;
- a total shareholder return metric was the heaviest weighted performance metric in the long-term incentive program; and
- measuring executive performance on different metrics than the annual incentive program by removing some of the duplication of performance metrics between the annual incentive program and the long-term incentive program.

Thus, starting with the 2019 long-term equity incentive grants to its executives, the long-term equity incentive program was comprised of three separate types of grants:

- 25% stock options,
- 25% time-based restricted stock and
- 50% performance-based share awards.

Further, the performance share awards were divided into these three separate performance metrics: 50% with a TSR (total shareholder return) goal, 25% with an EBITDA goal and 25% with a return on capital employed goal (ROCE). Based on feedback received from the Company's shareholders, the Compensation Committee approved increasing the weighting of the TSR goal metric to incentivize Company management to improve shareholder returns.

On February 19, 2019, the Compensation Committee approved the grant of stock options, restricted stock awards, and performance share awards to its executive officers pursuant to the NOW Inc. Long-Term

Incentive Plan for the 2019-2021 performance period, as follows:

Name	Securities Underlying Options (#)	Shares of Restricted Stock (3 Years) (#)	Performance Awards (Target # of Shares)
Robert Workman	99,734	49,020	98,039
David Cherechinsky	27,593	13,562	27,124
Daniel Molinaro	27,593	0	0
Raymond Chang	20,778	10,212	20,425
Mark Johnson	10,472	5,147	10,294

The exercise price of the stock options is \$15.30 per share, which was the closing stock price of NOW Inc. common stock on the date of grant. The stock options have a term of seven years from the date of grant and vest in three equal annual installments beginning on the first anniversary of the date of the grant.

The restricted stock awards granted by the Company to its executive officers vest 100% on the third anniversary of the date of grant.

The performance share awards can be earned by the executives only by performance against established goals and vest three years from the grant date. The performance share awards are divided into three equal, independent parts that are subject to three separate performance metrics: 50% with a TSR (total shareholder return) goal, 25% with an EBITDA percentage goal, and 25% with a a return on capital employed goal (ROCE).

Changes to the 2020 Annual and Long-Term Incentive Programs

On February 21, 2020, the Compensation Committee approved the terms and structure of the 2020 NOW Inc. Annual Incentive Plan, increasing the weighting of the EBITDA metric to 70% with the remaining 30% weighting to Working Capital metric. As the Company has achieved greater success with the Working Capital metric in the past relative to the EBITDA metric, the Compensation Committee wanted to incentivize better Company performance on the EBITDA metric by increasing the weighting on the EBITDA metric.

The Compensation Committee also generally increased the minimum, target and maximum levels under each metric for the 2020 plan, to incentivize greater Company performance in 2020 over 2019. With respect to the EBITDA performance metric, the Compensation Committee approved increasing the EBITDA performance metrics to 3.0%, 4.0% and 5.0% for the minimum, target and maximum levels, respectively. With respect to the working capital metric, the Compensation Committee also approved making the working capital metrics more difficult by adjusting them to 23%, 21.5% and 20% for the minimum, target and maximum levels, respectively. The Compensation Committee also approved adding a threshold condition be achieved by the Company in 2020 before any bonus payout would be payable under either

performance metric, namely that the Company needed to achieve the Company’s target plan EBITDA for 2020.

EBITDA Metric	2018 Metric	2019 Metric	2020 Metric
Entry	2.0%	3.0%	3.0%
Target	2.5%	3.5%	4.0%
Maximum	4.5%	4.5%	5.0%

WC/R Metric	2018 Metric	2019 Metric	2020 Metric
Entry	30%	25%	23%
Target	25%	22.5%	21.5%
Maximum	20%	20%	20%

On February 21, 2020, the Compensation Committee approved the terms and structure of the 2020 Long-Term Incentive grants to the Company’s executives. The terms of such grants are consistent with those described under “Long-Term Incentive Compensation” above, except as otherwise set forth below.

1. The Compensation Committee approved the grant of stock options to its executive officers pursuant to the NOW Inc. Long-Term Incentive Plan, as follows:

Name	Securities Underlying Options (#)
David Cherechinsky	57,929
Raymond Chang	43,621
Mark Johnson	21,985

The exercise price of the stock options is \$9.53 per share, which was the closing stock price of NOW Inc. common stock on the date of grant. The stock options have a term of seven years from the date of grant and vest in three equal annual installments beginning on the first anniversary of the date of the grant.

2. The Compensation Committee approved the grant of time-based restricted stock to its executive officers pursuant to the NOW Inc. Long-Term Incentive Plan, as follows:

Name	Shares of Restricted Stock (3 Years) (#)
David Cherechinsky	21,773
Raymond Chang	16,396
Mark Johnson	8,263

The restricted stock awards granted by the Company to its executive officers vest 100% on the third anniversary of the date of grant.

3. The Compensation Committee approved the grant of performance share awards to its executive officers pursuant to the NOW Inc. Long-Term Incentive Plan, as follows:

Name	Performance Awards (Target # of Shares)
David Cherechinsky	43,547
Raymond Chang	32,791
Mark Johnson	16,527

The performance share awards can be earned by the executives only by performance against established goals and vest three years from the grant date. The performance share awards are divided into three separate performance metrics: 50% with a TSR (total shareholder return) goal, 25% with an EBITDA goal, and 25% with a return on capital employed goal (ROCE). With respect to the EBITDA performance metric, the Compensation Committee approved increasing the EBITDA performance metrics to 3.0%, 4.0% and 5.0% for the minimum, target and maximum levels, respectively. With respect to the return on capital employed metric, the Compensation Committee approved the metrics of 4.0%, 5.0% and 6.0% for the minimum, target and maximum levels, respectively.

Retirement, Health and Welfare Benefits

The Company offers retirement, health and welfare programs to all eligible employees. The Company's executive officers generally are eligible for the same benefit programs on the same basis as the rest of the Company's employees. The health and welfare programs cover medical, pharmacy, dental, vision, HSA and FSA, life, accident, accidental death and dismemberment and disability insurance.

The Company offers retirement programs that are intended to supplement the employee's personal savings. The programs include the NOW Inc. 401(k) and Retirement Savings Plan ("401k Plan") and NOW Inc. Supplemental Savings Plan ("Supplemental Plan"). The Company's U.S. employees, including its executives, are generally eligible to participate in the 401k Plan. Employees of the Company who are eligible based on guidelines established by the Company's benefits plan administrative committee may participate in the Supplemental Plan. Participation in the 401k Plan and Supplemental Plan are voluntary.

The Company established the 401k Plan to allow employees to save for retirement through a tax-advantaged combination of employee and Company contributions and to provide employees the opportunity to directly manage their retirement plan assets through a variety of investment options. The 401k Plan allows eligible employees to elect to contribute a portion of their eligible compensation into the 401k Plan. Wages and salaries from the Company are generally considered eligible compensation. After one year of service, employee contributions are matched in cash by the Company at the rate of \$1.00 per \$1.00 employee contribution for the first 4% of the employee's salary. In addition, the Company makes cash contributions for all eligible employees between 2.5% and 5.5% of their salary depending on the employee's full years of service with the Company. Such contributions vest immediately. The 401k Plan offers 26 different investment options, for which the participant has sole discretion in determining how both the employer and employee contributions are invested. The 401k Plan provides the Company's employees the option to invest directly in the Company's stock. The 401k Plan offers in-service withdrawals, loans and hardship distributions.

The Company established the Supplemental Plan, a non-qualified plan, to:

- allow Supplemental Plan participants to continue saving towards retirement when, due to compensation and contribution ceilings established under the Internal Revenue Code, they can no longer contribute to the 401k Plan; and
- provide Company contributions that cannot be contributed to the 401k Plan due to compensation and contribution ceilings established under the Internal Revenue Code.

Compensation which may be deferred into the Supplemental Plan includes wages and salaries from the Company and bonus payments made under a Company incentive plan. Supplemental Plan participants may elect to defer a percentage of their base pay and bonus payments received under a Company incentive plan into the Supplemental Plan. Contributions in the Supplemental Plan vest immediately. The investment options offered in the Supplemental Plan are similar to the investment options offered in the 401k Plan (except Company stock is not offered).

U.S. Income Tax Limits on Deductibility

Section 162(m) of the Internal Revenue Code imposes a \$1 million limitation on the deductibility of certain compensation paid to our Chief Executive Officer and the next three highest paid executives excluding the chief financial officer (“covered employees”). Pursuant to the 2017 Tax Cuts and Jobs Act, signed into law on December 22, 2017 (the “Tax Act”), for fiscal years beginning after December 31, 2017, the compensation of the chief financial officer is also subject to the deduction limitation. For fiscal years beginning on or before December 31, 2017, Section 162(m) excluded compensation from this limitation that qualified as “performance based.” For compensation to be performance based, it must meet certain criteria, including being based on predetermined objective standards approved by stockholders. Our stock option and performance-based share award grants have been designed to be “performance based compensation” and, for periods prior to January 1, 2018, bonus payments to our executives under the Company’s Annual Incentive Plan should also qualify as performance based and therefore be excluded from this limitation. Pursuant to the Tax Act, subject to certain transition rules, for fiscal years beginning after December 31, 2017, the performance-based compensation exception to the deduction limitations under Section 162(m) will no longer be available. As a result, for fiscal years beginning after December 31, 2017, any compensation in excess of \$1,000,000 million paid to our executive officers may not be deductible. Although the Compensation Committee takes the requirements of Section 162(m) into account in designing executive compensation, the Compensation Committee believes that the potential deductibility of the compensation payable under our executive compensation plans and arrangements should be only one of a number of relevant factors taken into consideration in establishing those compensation plans and arrangements for our executive officers and not the sole governing factor. For that reason, the Compensation Committee intends to structure our compensation plans and arrangements in a manner similar to the 2017, 2018 and 2019, fiscal years, acknowledging that a portion of those compensation payments may not be deductible under Section 162(m), in order to assure appropriate levels of total compensation for our executive officers based on the Company’s performance.

Option Grant Practices

Historically, the Company has granted stock options to its key employees, including executives, in the first quarter of the year. The Company does not have any program, plan, or practice to time its option grants to its executives in coordination with the release of material non-public information, and has not timed its release of material non-public information for the purposes of affecting the value of executive compensation. The Company does not set the grant date of its stock option grants to new executives in coordination with the release of material non-public information.

The Compensation Committee has the responsibility of approving any Company stock option grants. The Compensation Committee does not delegate material aspects of long-term incentive plan administration to any other person. The Company's senior executives in coordination with the Compensation Committee set a time for the Committee to meet during the first quarter of the year to review and approve stock option grants proposed by the senior executives. The specific timing of the meeting during the quarter is dependent on committee member schedules and availability and the Company finalizing its stock option grant proposal. If approved by the Compensation Committee, the grant date for the stock option grants is the date the Committee meets and approves the grant, with the exercise price for the option grant being based on the Company's closing stock price on the date of grant.

Recoupment Policy and Other Considerations

“Clawback” Policy Regarding the Adjustment or Recovery of Compensation

The Company's Long-Term Incentive Plan allows the Compensation Committee, at its sole discretion, to terminate any award if it determines that the recipient of such award has engaged in material misconduct. For purposes of this provision, material misconduct includes conduct adversely affecting the Company's financial condition or results of operations, or conduct which constitutes fraud or theft of Company assets, any of which require the Company to make a restatement of its reported financial statements. If any material misconduct results in any error in financial information used in the determination of compensation paid to the recipient of any award and the effect of such error is to increase the payment amount pursuant to such award, the Compensation Committee may also require the recipient to reimburse the Company for all or a portion of such increase in compensation provided in connection with any such award. In addition, if there is a material restatement of the Company's financial statements that affects the financial information used to determine the compensation paid to the recipient of an award, then the Compensation Committee may take whatever action it deems appropriate to adjust such compensation.

Prohibition on Hedging and Pledging

The Company has a policy in place prohibiting the Company's employees (including its executives) and directors from engaging in hedging and pledging activities with respect to the Company's shares.

The Company prohibits its employees from making any short sales of any of the Company's shares. The Company also restricts its employees engaging in any transactions that hedge or offset, or are designed to hedge or offset, any decrease in the Company's stock value. The policy also has prohibitions against the Company's employees buying or selling puts, calls or options in respect of the Company's shares.

The Company also restricts employees from holding any shares of the Company in a margin account or pledging any Company stock as collateral.

Stock Ownership Guidelines for Executives

The Company adopted stock ownership guidelines for its executive officers and directors in February 2020. The Company's stock ownership guidelines for its executive officers and directors are intended to align the interests of the Company's executive officers and directors and the Company's stockholders by requiring executives to accumulate and retain a meaningful level of the Company's stock.

Under the Company's guidelines, the executive officers must comply with the following ownership requirements:

Title	Multiple of Base Salary
CEO	6X
Other executive officers	3X

The Company's executive officers must attain the applicable stock ownership level within five years after first becoming subject to the guidelines. The following shares of Company stock count towards compliance with the guidelines: shares owned directly or indirectly by the executive; shares equal to the in-the-money portion of any vested, unexercised options; unvested shares of time-based restricted stock or restricted stock units; and shares credited to the executive's 401(k) plan account. Unvested and unearned performance shares or units and unvested stock options do not count towards compliance guidelines.

Compensation Consultant Independence

In furtherance of maintaining the independence of the Compensation Committee's compensation consultant, the Compensation Committee has the sole authority to retain or terminate L&A.

In connection with its engagement of L&A, the Compensation Committee considered various factors bearing upon L&A's independence including, but not limited to, the amount of fees received by L&A from the Company as a percentage of L&A's total revenue, L&A's policies and procedures designed to prevent conflicts of interest, and the existence of any business or personal relationship that could impact L&A's independence. After reviewing these and other factors, the Compensation Committee determined that L&A was independent and that its engagement did not present any conflicts of interest. L&A also determined that it was independent from management and confirmed this to the Compensation Committee.

Compensation Committee Report

The responsibilities of the Compensation Committee, which are set forth in the Compensation Committee Charter adopted by the Board of Directors, include approving and evaluating all compensation of directors and executive officers, including salaries, bonuses, and compensation plans, policies and programs of the Company.

We have reviewed and discussed with senior management the Compensation Discussion and Analysis section included in this proxy statement. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's 2020 Proxy Statement.

Members of the Compensation Committee

J. Wayne Richards, Committee Chairman
Paul Coppinger
James Crandell

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

Alario

The Company entered into an employment agreement effective as of November 1, 2019 with Mr. Alario. Under the employment agreement, Mr. Alario is provided a base salary plus a housing allowance as Mr. Alario did not reside in Houston upon his appointment as interim Chief Executive Officer. The employment agreement also entitles him to participate in the Company's savings and retirement plans. The agreement provides for a base salary and employee benefits as generally provided to employees of the Company.

In addition, the agreement contains certain termination provisions. If the employment relationship is terminated by the Company for any reason other than for cause, Mr. Alario's one time phantom stock grant will vest at 100%.

The agreement also contains an acknowledgement that Mr. Alario is an interim Chief Executive Officer and that the Board of Directors is conducting a search for a permanent Chief Executive Officer who will replace Mr. Alario when hired by the Company. Per the terms of the employment agreement, Mr. Alario acknowledged that he would cooperate with the search for and hiring of the permanent Chief Executive Officer.

Cherechinsky, Molinaro, Chang, and Johnson

The Company entered into employment agreements on May 30, 2014 with Messrs. Cherechinsky, Molinaro, and Chang. The Company entered into an employment agreement on February 16, 2018 with Mr. Johnson. Under the employment agreements, Messrs. Cherechinsky, Molinaro, Chang, and Johnson are provided base salary. The agreements have a one-year term and are automatically extended on an annual basis. The agreements also provide for participation in employee incentive plans, and employee benefits as generally provided to all employees. If the employment relationship is terminated by the Company for any reason other than

- voluntary termination;
- termination for cause (as defined);
- death; or
- long-term disability;

or if the employment relationship is terminated by the employee for Good Reason, the employee is entitled to receive 2.5 times his current base salary (with the exception of Mr. Johnson who would be entitled to receive 1.5 times his current base salary) and an amount equal to the total of the employer matching contributions under the Company's 401k Plan and Supplemental Plan, and continual participation in the Company's welfare and medical benefit plans. Further, any restricted stock held by the executive, not already vested, will be 100% vested.

Under the agreements, termination by Messrs. Cherechinsky, Molinaro, Chang, and/or Johnson for "Good Reason" means:

- the assignment to him of any duties inconsistent with his current position or any action by the Company that results in a diminution in his position, authority, duties or responsibilities;
- a failure by the Company to comply with the terms of the agreement; or
- requiring the executive to relocate or to travel to a substantially greater extent than required at the date of the agreement.

The agreements also contain restrictions on competitive activities and solicitation of our employees for one year following the date of termination. After any such termination of employment, the executive will also have the option to participate in the Company's welfare and medical benefit plans at employee rates and will be entitled to receive outplacement services valued at not more than 15% of the executive's base salary.

Additionally, the Company's stock option agreements, restricted stock agreements, and performance award agreements provide for full vesting of unvested outstanding options, restricted stock, and performance awards, respectively, in the event of a change of control of the Company and a change in the holder's responsibilities following a change in control of the Company (a "double trigger").

The Company's employment agreements with its executives do not contain any "gross up" provisions for excise tax that could be imposed under Section 4999 of the Internal Revenue Code as a result of any payment or benefits provided to an executive under his employment agreement.

Potential Payments Upon Termination or Change in Control

The Company has entered into certain agreements and maintains certain plans that will require the Company to provide compensation to the named executive officers in the event of a termination of employment or change in control of the Company.

The Company's Compensation Committee believes the payment and benefit levels provided to its named executive officers under their employment agreements and/or change of control plans upon termination or change of control should correspond to the level of responsibility and risk assumed by the named executive officer. Thus, the payment and benefit levels for Mr. Alario, Mr. Cherechinsky, Mr. Molinaro, Mr. Chang, and Mr. Johnson are based on their levels of responsibility and market considerations at the time the Company entered into the relevant agreements. The Compensation Committee recognizes that it is not likely that the Company's named executive officers would be retained by an acquirer in the event of a change of control. As a result, the Compensation Committee believes that a certain amount of cash compensation, along with immediate vesting of all unvested equity compensation, is an appropriate and sufficient incentive for the named executive officers to remain employed with the Company, even if a change of control were imminent. It is believed that these benefit levels should provide the Company's named executive officers with reasonable financial security so that they could continue to make strategic decisions that impact the future of the Company.

The amount of compensation payable to each named executive officer in each situation is listed in the tables below.

The following table describes the actual payments made upon termination for Robert Workman, the Company's former President and Chief Executive Officer who was terminated on November 1, 2019 without cause. For more information, see further description on page 39.

Executive Benefits and Payments Upon Termination	Involuntary Not for Cause Termination
Base Salary	\$2,940,000
Continuing medical benefits	\$286,165
Retirement Contribution and Matching	\$53,552
Value of Unvested Stock Options	\$0
Value of Unvested Restricted Stock	\$4,380,803
Value of Unvested Performance Awards	\$0
Outplacement Services	\$126,000
Accrued Vacation Pay	\$68,343
Total:	\$7,854,863

The following table describes the potential payments upon termination or change in control of the Company as of December 31, 2019 for Richard Alario, the Company’s interim Chief Executive Officer and Director.

Executive Benefits and Payments Upon Termination (1)	Involuntary Not for Cause Termination (2)
Base Salary	N/A
Continuing medical benefits	N/A
Retirement Contribution and Matching	-
Value of Unvested Stock Options	-
Value of Unvested Restricted Stock (3)	\$2,347,777
Value of Unvested Performance Awards	-
Outplacement Services	-
Total:	\$2,347,777

- (1) For purposes of this analysis, we assumed the Executive’s compensation is as follows: unvested phantom stock grant of 208,877 shares from 2019 grants. Value of unvested stock options based on a share price of \$11.24, the Company’s closing stock price on December 31, 2019.
- (2) Assumes the employment relationship is terminated by the Company for any reason other than voluntary termination, termination for cause, death, or disability, or if the employment relationship is terminated by the executive for “Good Reason”, as of December 31, 2019. Termination by the executive for “Good Reason” means the assignment to the employee of any duties inconsistent with his current position or any action by the Company that results in a diminution in the executive’s position, authority, duties or responsibilities; a failure by the Company to comply with the terms of the executive’s employment agreement; or the requirement of the executive to relocate or to travel to a substantially greater extent than required at the date of the employment agreement.
- (3) Units of director compensation are not included in the shares shown above.

In the event of:

- a Company termination of Mr. Alario’s employment for cause;
- Mr. Alario’s voluntary termination of his employment with the Company (not for “Good Reason”); or
- Mr. Alario’s employment with the Company is terminated due to his death or disability,

no extra benefits are payable by the Company to Mr. Alario as a result of any such events, other than accrued obligations and benefits owed by the Company to Mr. Alario (such as base salary through the date of termination and his outstanding balance in the Company’s 401k Plan and Supplemental Plan).

The following table describes the potential payments upon termination or change in control of the Company as of December 31, 2019 for David Cherechinsky, the Company’s Senior Vice President and Chief Financial Officer.

Executive Benefits and Payments Upon Termination (1)	Involuntary Not for Cause Termination (2)
Base Salary (2.5 times)	\$1,062,500
Continuing medical benefits	\$466,718
Retirement Contribution and Matching	\$59,937
Value of Unvested Stock Options	\$110,668
Value of Unvested Restricted Stock	\$976,902
Value of Unvested Performance Awards (3)	\$597,103
Outplacement Services (4)	\$63,750
Total:	\$3,337,578

- (1) For purposes of this analysis, we assumed the Executive’s compensation is as follows: base salary as of December 31, 2019 of \$425,000. Unvested stock options include, 9,824 options from 2017 grant at \$20.64/share, 82,588 from 2018 grant at \$9.90/share, and 27,593 from 2019 grant at \$15.30/share. Unvested restricted stock includes 47,352 shares from 2014 grant, 4,912 shares from 2017 grant, 21,087 shares from 2018 grant, and 13,562 shares from 2019 grant. Unvested performance share awards includes 4,912 shares from 2017 grant, 21,087 shares from 2018 grant, and 27,124 shares from 2019 grant. Value of unvested stock options, restricted stock and performance share awards based on a share price of \$11.24, the Company’s closing stock price on December 31, 2019.
- (2) Assumes the employment relationship is terminated by the Company for any reason other than voluntary termination, termination for cause, death, or disability, or if the employment relationship is terminated by the executive for “Good Reason”, as of December 31, 2019. Termination by the executive for “Good Reason” means the assignment to the employee of any duties inconsistent with his current position or any action by the Company that results in a diminution in the executive’s position, authority, duties or responsibilities; a failure by the Company to comply with the terms of the executive’s employment agreement; or the requirement of the executive to relocate or to travel to a substantially greater extent than required at the date of the employment agreement.
- (3) For purposes of this analysis, we have assumed that the performance share awards vest at target (100%).
- (4) Executive also entitled to outplacement services valued at not more than 15% of base salary. For purposes of this analysis, we valued the outplacement services at 15% of base salary.

In the event of:

- a Company termination of Mr. Cherechinsky’s employment for cause;
- Mr. Cherechinsky’s voluntary termination of his employment with the Company (not for “Good Reason”); or
- Mr. Cherechinsky’s employment with the Company is terminated due to his death or disability,

no extra benefits are payable by the Company to Mr. Cherechinsky as a result of any such events, other than accrued obligations and benefits owed by the Company to Mr. Cherechinsky (such as base salary through the date of termination and his outstanding balance in the Company’s 401k Plan and Supplemental Plan). In the event termination is not for cause, Mr. Cherechinsky would also be entitled to receive an amount equal to 50% of his base salary.

The following table describes the potential payments upon termination or change in control of the Company as of December 31, 2019 for Daniel Molinaro, the Company’s Executive Vice President.

Executive Benefits and Payments Upon Termination (1)	Involuntary Not for Cause Termination (2)
Base Salary (2.5 times)	\$1,125,000
Continuing medical benefits	\$109,321
Retirement Contribution and Matching	\$63,474
Value of Unvested Stock Options	\$110,668
Value of Unvested Restricted Stock	\$1,307,426
Value of Unvested Performance Awards (3)	\$361,231
Outplacement Services (4)	\$67,500
Total:	\$3,144,620

- (1) For purposes of this analysis, we assumed the Executive’s compensation is as follows: base salary as of December 31, 2019 of \$450,000. Unvested stock options include 22,102 options from 2017 grant at \$20.64/share, 82,588 options from 2018 grant at \$9.90/share, and 27,593 options from 2019 grant at \$15.30/share. Unvested restricted stock includes 84,181 shares from 2014 grant, 11,051 shares from 2017 grant, and 21,087 shares from 2018 grant. Unvested performance share awards includes 11,051 shares from 2017 grant and 21,087 shares from 2018 grant. Value of unvested stock options, restricted stock and performance share awards based on a share price of \$11.24, the Company’s closing stock price on December 31, 2019.
- (2) Assumes the employment relationship is terminated by the Company for any reason other than voluntary termination, termination for cause, death, or disability, or if the employment relationship is terminated by the executive for “Good Reason”, as of December 31, 2019. Termination by the executive for “Good Reason” means the assignment to the employee of any duties inconsistent with his current position or any action by the Company that results in a diminution in the executive’s position, authority, duties or responsibilities; a failure by the Company to comply with the terms of the executive’s employment agreement; or the requirement of the executive to relocate or to travel to a substantially greater extent than required at the date of the employment agreement.
- (3) For purposes of this analysis, we have assumed that the performance share awards vest at target (100%).
- (4) Executive also entitled to outplacement services valued at not more than 15% of base salary. For purposes of this analysis, we valued the outplacement services at 15% of base salary.

In the event of:

- a Company termination of Mr. Molinaro’s employment for cause;
- Mr. Molinaro’s voluntary termination of his employment with the Company (not for “Good Reason”);
or
- Mr. Molinaro’s employment with the Company is terminated due to his death or disability,

no extra benefits are payable by the Company to Mr. Molinaro as a result of any such events, other than accrued obligations and benefits owed by the Company to Mr. Molinaro (such as base salary through the date of termination and his outstanding balance in the Company’s 401k Plan and Supplemental Plan). In the event termination is not for cause, Mr. Molinaro would also be entitled to receive an amount equal to 50% of his base salary.

The following table describes the potential payments upon termination or change in control of the Company as of December 31, 2019 for Raymond Chang, the Company’s Vice President and General Counsel.

Executive Benefits and Payments Upon Termination (1)	Involuntary Not for Cause Termination (2)
Base Salary (2.5 times)	\$1,030,000
Continuing medical benefits	\$629,834
Retirement Contribution and Matching	\$48,933
Value of Unvested Stock Options	\$83,335
Value of Unvested Restricted Stock	\$1,138,949
Value of Unvested Performance Awards (3)	\$504,665
Outplacement Services (4)	\$61,800
Total:	\$3,497,516

- (1) For purposes of this analysis, we assumed the Executive’s compensation is as follows: base salary as of December 31, 2019 of \$412,000. Unvested stock options include 17,191 options from 2017 grant at \$20.64/share, 62,190 options from 2018 grant at \$9.90/share, and 20,778 options from 2019 grant at \$15.30/share. Unvested restricted stock includes 66,644 shares from 2014 grant, 8,595 shares from 2017 grant, 15,879 shares from 2018 grant, and 10,212 shares from 2019 grant. Unvested performance share awards includes 8,595 shares from 2017 grant, 15,879 shares from 2018 grant, and 20,425 shares from 2019 grant. Value of unvested stock options, restricted stock and performance share awards based on a share price of \$11.24, the Company’s closing stock price on December 31, 2019.
- (2) Assumes the employment relationship is terminated by the Company for any reason other than voluntary termination, termination for cause, death, or disability, or if the employment relationship is terminated by the executive for “Good Reason”, as of December 31, 2019. Termination by the executive for “Good Reason” means the assignment to the employee of any duties inconsistent with his current position or any action by the Company that results in a diminution in the executive’s position, authority, duties or responsibilities; a failure by the Company to comply with the terms of the executive’s employment agreement; or the requirement of the executive to relocate or to travel to a substantially greater extent than required at the date of the employment agreement.
- (3) For purposes of this analysis, we have assumed that the performance share awards vest at target (100%).
- (4) Executive also entitled to outplacement services valued at not more than 15% of base salary. For purposes of this analysis, we valued the outplacement services at 15% of base salary.

In the event of:

- a Company termination of Mr. Chang’s employment for cause;
- Mr. Chang’s voluntary termination of his employment with the Company (not for “Good Reason”); or
- Mr. Chang’s employment with the Company is terminated due to his death or disability,

no extra benefits are payable by the Company to Mr. Chang as a result of any such events, other than accrued obligations and benefits owed by the Company to Mr. Chang (such as base salary through the date of termination and his outstanding balance in the Company’s 401k Plan and Supplemental Plan). In the event termination is not for cause, Mr. Chang would also be entitled to receive an amount equal to 50% of his base salary.

The following table describes the potential payments upon termination or change in control of the Company as of December 31, 2019 for Mark Johnson, the Company’s Vice President and Chief Accounting Officer.

Executive Benefits and Payments Upon Termination (1)	Involuntary Not for Cause Termination (2)
Base Salary (1.5 times)	\$364,500
Continuing medical benefits	\$827,305
Retirement Contribution and Matching	\$27,060
Value of Unvested Stock Options	\$42,001
Value of Unvested Restricted Stock	\$172,253
Value of Unvested Performance Awards (3)	\$205,658
Outplacement Services (4)	\$36,450
Total:	\$1,675,227

(1) For purposes of this analysis, we assumed the Executive’s compensation is as follows: base salary as of December 31, 2019, of \$243,000. Unvested stock options include 4,334 options from 2017 grant at \$20.64/share, 31,344 options from 2018 grant at \$9.90/share, and 10,472 options from 2019 grant at \$15.30/share. Unvested restricted stock includes 2,175 shares from 2017 grant, 8,003 shares from 2018 grant, and 5,147 shares from 2019 grant. Unvested performance share awards includes 8,003 shares from 2018 grant and 10,294 shares from 2019 grant. Value of unvested stock options, restricted stock and performance share awards based on a share price of \$11.24, the Company’s closing stock price on December 31, 2019.

(2) Assumes the employment relationship is terminated by the Company for any reason other than voluntary termination, termination for cause, death, or disability, or if the employment relationship is terminated by the executive for “Good Reason”, as of December 31, 2019. Termination by the executive for “Good Reason” means the assignment to the employee of any duties inconsistent with his current position or any action by the Company that results in a diminution in the executive’s position, authority, duties or responsibilities; a failure by the Company to comply with the terms of the executive’s employment agreement; or the requirement of the executive to relocate or to travel to a substantially greater extent than required at the date of the employment agreement.

(3) For purposes of this analysis, we have assumed that the performance share awards vest at target (100%).

(4) Executive also entitled to outplacement services valued at not more than 15% of base salary. For purposes of this analysis, we valued the outplacement services at 15% of base salary.

In the event of:

- a Company termination of Mr. Johnson’s employment for cause;
- Mr. Johnson’s voluntary termination of his employment with the Company (not for “Good Reason”);
or
- Mr. Johnson’s employment with the Company is terminated due to his death or disability,

no extra benefits are payable by the Company to Mr. Johnson as a result of any such events, other than accrued obligations and benefits owed by the Company to Mr. Johnson (such as base salary through the date of termination and his outstanding balance in the Company’s 401k Plan and Supplemental Plan). In the event termination is not for cause, Mr. Johnson would also be entitled to receive an amount equal to 50% of his base salary.

EXECUTIVE COMPENSATION

The following table sets forth for the year ended December 31, 2019 the compensation paid by the Company to its named executive officers (the “Named Executive Officers”) serving in such capacity at December 31, 2019.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)(5)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(6)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Robert Workman (1) <i>Former President & Chief Executive Officer</i>	2019	\$710,231	-	\$2,570,942	\$600,399	-	-	\$35,512	\$3,917,084
	2018	\$700,000	-	\$1,620,398	\$1,773,134	\$1,067,416	-	\$35,000	\$5,195,948
	2017	\$600,000	-	\$1,792,012	\$1,614,345	\$789,653	-	\$62,806	\$4,858,816
Richard Alario (2) <i>Interim Chief Executive Officer and Director</i>	2019	\$134,038	-	\$2,399,997	-	-	-	\$7,692	\$2,541,727
	2018	-	-	-	-	-	-	-	-
	2017	-	-	-	-	-	-	-	-
David Cherechinsky <i>Senior VP & Chief Financial Officer</i>	2019	\$424,923	-	\$711,285	\$166,110	\$191,001	-	\$34,483	\$1,527,802
	2018	\$389,615	-	\$448,299	\$489,429	\$494,061	-	\$30,481	\$1,851,885
	2017	\$300,000	-	\$231,246	\$208,306	\$296,120	-	\$27,260	\$1,062,932
Daniel Molinaro <i>Executive VP</i>	2019	\$450,000	-	-	\$166,110	\$202,236	-	\$42,750	\$861,096
	2018	\$450,000	-	\$448,299	\$489,429	\$548,957	-	\$42,750	\$1,979,435
	2017	\$425,000	-	\$520,255	\$468,677	\$447,470	-	\$45,599	\$1,907,001

Raymond Chang <i>VP, General Counsel, & Secretary</i>	2019	\$411,954	-	\$535,610	\$125,084	\$185,159	-	\$24,082	\$1,281,889
	2018	\$400,000	-	\$337,580	\$368,546	\$487,962	-	\$23,385	\$1,617,473
	2017	\$368,000	-	\$404,633	\$364,532	\$387,456	-	\$34,270	\$1,558,891
Mark Johnson <i>VP & Chief Accounting Officer</i>	2019	\$243,000	-	\$269,952	\$63,041	\$102,382	-	\$18,225	\$696,600
	2018	\$231,462	-	\$170,139	\$185,747	\$277,909	-	\$16,986	\$882,243
	2017	\$168,000	-	\$44,892	\$91,899	\$110,551	-	\$11,308	\$426,650

- (1) On November 1, 2019, Mr. Workman was terminated as President and Chief Executive Officer of the Company without cause. As a result of his termination and pursuant to the terms of his employment agreement and his equity award agreements, Mr. Workman's unvested time-based restricted stock automatically vested and all unvested stock options and performance share awards, including those awarded in February 2019, were forfeited. Mr. Workman was not entitled to receive an annual incentive cash payout for 2019. For full details of Mr. Workman's severance payout as a result of his termination without cause by the Company, please see "Compensation Discussion and Analysis – Workman Severance Payout".
- (2) On November 1, 2019, Mr. Alario was appointed interim Chief Executive Officer of the Company. Mr. Alario's compensation solely as a director of the Company before he assumed the Interim Chief Executive Officer role is not included in the shares shown above. For further details regarding his director compensation for 2019, please see "Director Compensation".
- (3) The amounts reported in this column represent the aggregate grant date fair value of stock awards granted in the relevant year compiled in accordance with FASB Topic 718, excluding forfeiture estimates. Refer to the Company's 2019 Annual Report on Form 10-K, for all relevant valuation assumptions used to determine the grant date fair value of the stock awards included in this column. On February 19, 2019, the Named Executive Officers at that time (except Mr. Molinaro) were granted shares of performance-based share awards, which are included in this column in the table above. The grants vest on the third anniversary of the date of grant, contingent on performance against three separate, independently established goals. For a more detailed discussion, see the section titled "Long-Term Incentive Compensation". For the performance-based share awards, the value as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures, based upon the probable outcome of such conditions were as follows: Mr. Workman - \$1,820,936; Mr. Cherechinsky - \$503,787; Mr. Molinaro - \$0; Mr. Chang - \$379,367; and Mr. Johnson - \$191,202. For the performance-based share awards, the value as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures, assuming that the highest level of performance conditions will be achieved were as follows: Mr. Workman - \$2,999,993; Mr. Cherechinsky - \$829,994; Mr. Molinaro - \$0; Mr. Chang - \$625,005; and Mr. Johnson - \$314,996.
- (4) The amounts reported in this column represent the aggregate grant date fair value of option awards granted in the relevant year compiled in accordance with FASB ASC Topic 718, excluding forfeiture estimates. Refer to the Company's 2019 Annual Report on Form 10-K, for all relevant valuation assumptions used to determine the grant date fair value of option awards included in this column.
- (5) Starting in 2015, the Named Executive Officers, excluding Mr. Alario, have participated in the NOW Inc. Annual Incentive Plan. There were no payments awarded under the 2015 Annual Incentive Plan. For further information, see the section titled "Annual Incentive Award".
- (6) The amounts include:

Name	Cash contributions for 2019 under the 401k Plan, a defined contribution plan	Cash contributions for 2019 under the Supplemental Plan, a defined contribution plan	Monthly housing allowance
Mr. Workman	\$14,000	\$21,512	
Mr. Alario	\$0	\$0	\$4,000
Mr. Cherechinsky	\$25,887	\$8,596	
Mr. Molinaro	\$25,800	\$16,950	
Mr. Chang	\$18,804	\$5,278	
Mr. Johnson	\$18,225	\$0	

Grants of Plan Based Awards

The following table provides information concerning stock options, restricted stock, and performance share awards granted to Named Executive Officers during the fiscal year ended December 31, 2019. The Company has granted no stock appreciation rights.

Grants of Plan-Based Awards

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (3) (l)
		Threshold (\$)(1)	Target (\$)(1)	Maximum (\$)(1)	Threshold (#)(2)	Target (#)(2)	Maximum (#)(2)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	
Robert Workman	2019	\$420,000	\$840,000	\$1,680,000	49,020	98,039	196,078	49,020	99,734	\$15.30	\$3,171,341 (4)
Richard Alario	2019	-	-	-	-	-	-	208,877 (5)	-	\$11.49	\$2,399,997
David Cherechinsky	2019	\$170,000	\$340,000	\$680,000	13,564	27,124	54,248	13,562	27,593	\$15.30	\$877,395
Daniel Molinaro	2019	\$180,000	\$360,000	\$720,000	-	-	-	-	27,593	\$15.30	\$166,110
Raymond Chang	2019	\$164,800	\$329,600	\$659,200	10,213	20,425	40,850	10,212	20,778	\$15.30	\$660,694
Mark Johnson	2019	\$91,125	\$182,250	\$364,500	5,147	10,294	20,588	5,147	10,472	\$15.30	\$332,993

- (1) Represents the range of possible payouts under our 2019 annual incentive compensation plan.
- (2) On February 19, 2019, each of the Named Executive Officers, with the exception of Mr. Alario, at that time was granted performance-based share awards, which are reflected in the “Estimated Future Payouts Under Equity Incentive Plan Awards” column in the table above. The performance share awards can be earned by the executives only by performance against established goals and vest three years from the grant date. The performance share awards are divided into three equal, independent parts that are subject to these three separate performance metrics: 50% with a TSR (total shareholder return) goal, 25% with an EBITDA goal and 25% with a return on capital employed goal (ROCE). For a more detailed discussion, see the section titled “Long Term Incentive Compensation”.
- (3) Assumptions made in calculating the value of option and restricted stock awards are further discussed in Item 15. Exhibits and Financial Statement Schedules – Notes to Consolidated Financial Statements, Note 16, of the Company’s Form 10-K for the fiscal year ended December 31, 2019.
- (4) On November 1, 2019, Mr. Workman was terminated as Chief Executive Officer of the Company without cause. As a result of his termination and pursuant to the terms of his employment agreement and his equity award agreements,

Mr. Workman's unvested time-based restricted stock automatically vested and all unvested stock options and performance share awards were forfeited. Mr. Workman was not entitled to receive an annual incentive cash payout for 2019. For full details of Mr. Workman's severance payout as a result of his termination without cause by the Company, please see "Compensation Discussion and Analysis – Workman Severance Payout".

- (5) On November 1, 2019, Mr. Alario was appointed interim Chief Executive Officer of the Company. Mr. Alario's stock grant received as a non-employee director in 2019 before he assumed the role of Interim Chief Executive Officer is not included in this table. For further details regarding his director compensation for 2019, please see "Director Compensation".

Exercises and Holdings of Previously-Awarded Equity Disclosure

The following table provides information regarding outstanding awards that have been granted to Named Executive Officers where the ultimate outcomes of such awards have not been realized, as of December 31, 2019. The table includes awards received by the Named Executive Officers while employed under National Oilwell Varco (NOV awards granted prior to the spin-off) which were converted into Company awards as a result of the spin-off from National Oilwell Varco.

Outstanding Equity Awards at Fiscal Year-End

Option Awards						Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Robert Workman (2)	56,182			\$33.521	2/23/21				
	69,037			\$35.529	2/22/22				
	76,225			\$29.123	2/16/23				
	76,225			\$31.433	2/26/24				
	104,158			\$22.44	2/24/22				
	181,913			\$13.71	2/19/23				
	152,259			\$20.64	2/21/24				
Richard Alario								8,528 (3)	\$95,855
								208,877 (4)	\$2,347,777

Option Awards						Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
David Cherechinsky	11,569			\$33.521	2/23/21				
	9,565			\$35.529	2/22/22				
	10,565			\$29.123	2/16/23				
	10,565			\$31.433	2/26/24				
	14,384			\$22.44	2/24/22				
	25,121			\$13.71	2/19/23				
	19,646	9,824(5)		\$20.64	2/21/24				
	41,293	82,588(6)		\$9.90	2/20/25				
		27,593 (7)		\$15.30	2/19/26				
								47,352 (8)	\$532,236
								4,912 (9)	\$55,211
								4,912(10)	\$55,211
								21,087(11)	\$237,018
								21,087(12)	\$237,018
							13,562 (13)	\$152,437	
							27,124 (14)	\$304,874	
Daniel Molinaro	27,960			\$33.521	2/23/21				
	27,329			\$35.529	2/22/22				
	30,188			\$29.123	2/16/23				
	30,188			\$31.433	2/26/24				
	31,247			\$22.44	2/24/22				
	54,574			\$13.71	2/19/23				
	44,204	22,102(5)		\$20.64	2/21/24				
	41,293	82,588(6)		\$9.90	2/20/25				
		27,593 (7)		\$15.30	2/19/26				
								84,181 (8)	\$946,194
								11,051 (9)	\$124,213
								11,051 (10)	\$124,213
							21,087(11)	\$237,018	
							21,087(12)	\$237,018	

Option Awards						Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Raymond Chang	11,569			\$33.521	2/23/21				
	9,565			\$35.529	2/22/22				
	10,565			\$29.123	2/16/23				
	15,093			\$31.433	2/26/24				
	23,808			\$22.44	2/24/22				
	41,580			\$13.71	2/19/23				
	34,381	17,191(5)		\$20.64	2/21/24				
	31,094	62,190(6)		\$9.90	2/20/25				
		20,778(7)		\$15.30	2/19/26				
								66,644 (8)	\$749,079
								8,595 (9)	\$96,608
								8,595 (10)	\$96,608
								15,879(11)	\$178,480
								15,879(12)	\$178,480
							10,212(13)	\$114,783	
							20,425(14)	\$229,577	
Mark Johnson	2,185			\$35.529	2/22/22				
	2,413			\$29.123	2/16/23				
	3,018			\$31.433	2/26/24				
	9,500			\$22.44	2/24/22				
	16,500			\$13.71	2/19/23				
	8,666	4,334(5)		\$20.64	2/21/24				
	15,671	31,334(6)		\$9.90	2/20/25				
		10,472 (7)		\$15.30	2/19/26				
								2,175(9)	\$24,447
								8,003(11)	\$89,954
								8,003(12)	\$89,954
								5,147(13)	\$57,852
								10,294(14)	\$115,705

- (1) Calculations based upon the closing price (\$11.24) of the Company's common stock on December 31, 2019.
- (2) Mr. Workman was terminated without cause from the Company on November 1, 2019. Per the terms of his stock option award agreements, Mr. Workman had three months from the date of his termination to exercise any outstanding vested stock options before they are cancelled.
- (3) 2019 Restricted Stock Award – The Grant vests 100% on the first anniversary of the date of grant.

- (4) 2019 Phantom Share Award – The Grant vests 100% on the first anniversary of the date of the grant or upon his removal without cause as interim CEO when a new CEO is hired by the Company, which event occurs earlier.
- (5) 2017 Stock Option Grant – Stock options vest at the rate of 33 1/3%/year, with vesting dates of 2/21/2018, 2/21/2019, 2/21/2020.
- (6) 2018 Stock Option Grant – Stock options vest at the rate of 33 1/3%/year, with vesting dates of 2/20/2019, 2/20/2020, 2/20/2021.
- (7) 2019 Stock Option Grant – Stock options vest at the rate of 33 1/3%/year, with vesting dates of 2/19/2020, 2/19/2021, 2/19/2022.
- (8) November 2014 DNOW Restricted Stock Award – The Grant vests 100% on the sixth anniversary of the date of grant.
- (9) 2017 Restricted Stock Award – The Grant vests 100% on the third anniversary of the date of grant.
- (10) 2017 Performance Share Award Grant – The performance share awards can be earned by the executives only by performance against established goals and vest three years from the grant date. The performance share awards are divided into three equal, independent parts that are subject to these three separate performance metrics: 33 1/3% with a TSR (total shareholder return) goal, 33 1/3% with an EBITDA goal and 33 1/3% with a working capital as a percentage of revenue goal (working capital).
- (11) 2018 Restricted Stock Award – The Grant vests 100% on the third anniversary of the date of grant.
- (12) 2018 Performance Share Award Grant – The performance share awards can be earned by the executives only by performance against established goals and vest three years from the grant date. The performance share awards are divided into three equal, independent parts that are subject to these three separate performance metrics: 33 1/3% with a TSR (total shareholder return) goal, 33 1/3% with an EBITDA goal and 33 1/3% with a working capital as a percentage of revenue goal (working capital).
- (13) 2019 Restricted Stock Award – The Grant vests 100% on the third anniversary of the date of grant.
- (14) 2019 Performance Share Award Grant – The performance shares awards can be earned by the executives only by performance against established goals and vest three years from the grant date. The performance share awards are divided into three equal, independent parts that are subject to these three separate performance metrics: 50% with a TSR (total shareholder return) goal, 25% with an EBITDA goal and 25% with a ROCE (return on capital employed) goal.

The following table provides information on the amounts received by the Named Executive Officers during 2019 upon exercise of stock options or vesting of stock awards.

Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
(a)	(b)	(c)	(d)	(e)
Robert Workman (1)	149,253	\$1,725,358	496,632	\$6,099,773
Richard Alaro	0	\$0	8,219	\$109,888
David Cherechinsky (2)	3,808	\$0	15,515	\$237,380
Daniel Molinaro	0	\$0	33,705	\$515,687
Raymond Chang	0	\$0	25,680	\$392,904
Mark Johnson	0	\$0	2,930	\$44,829

- (1) Mr. Workman exercised vested options after the date of his termination. Mr. Workman had three months after the date of his termination to exercise any vested stock options before they were cancelled, pursuant to the terms of his stock option award agreements.
- (2) Mr. Cherechinsky exercised 3,808 options in 2019, but held the value of those options. Therefore, he has not realized any value from the exercise.

Post-Employment Compensation

The following table provides information on nonqualified deferred compensation provided under the Supplemental Plan to the Named Executive Officers during the fiscal year ended December 31, 2019. For a more detailed discussion, see the section titled “Compensation Discussion and Analysis – Retirement, Health and Welfare Benefits”.

Nonqualified Deferred Compensation

Name	Executive Contributions in Last FY (\$)(1)	Registrant Contributions in Last FY (\$)(2)	Aggregate Earnings in Last FY (\$)(3)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
(a)	(b)	(c)	(d)	(e)	(f)
Robert Workman	\$0	\$21,512	\$1,645	-	\$94,775
Richard Alario	\$0	\$0	\$0	-	\$0
David Cherechinsky	\$0	\$8,596	\$178	-	\$16,068
Daniel Molinaro	\$99,896	\$16,950	\$136,941	-	\$750,360
Raymond Chang	\$0	\$5,278	\$4,360	-	\$25,815
Mark Johnson	\$0	\$0	\$5,832	-	\$32,306

- (1) Executive contributions were from the executive’s salary and are included in the Summary Compensation Table under the “Salary” column.
- (2) Registrant contributions are included in the Summary Compensation Table under the “All Other Compensation” column.
- (3) Aggregate earnings reflect the returns of the investment funds selected by the executives and are not included in the Summary Compensation Table.

Certain Relationships and Related Transactions

We transact business with companies with which certain of our Directors are affiliated. All transactions with these companies are on terms competitive with other third party vendors, and none of these is material either to us or any of these companies.

A “conflict of interest” occurs when a director or executive officer’s private interest interferes in any way, or appears to interfere, with the interests of the Company. Conflicts of interest can arise when a director or executive officer, or a member of his or her immediate family, have a direct or indirect material interest in a transaction with us. Conflicts of interest also arise when a director or executive officer, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director or executive officer of the Company. The Company’s Code of Business Conduct and Ethics for Members of the Board of Directors and Executive Officers provides that directors and executive officers must avoid conflicts of interests with the Company. Any situation that involves, or may reasonably be expected to involve, a

conflict of interest with the Company must be disclosed immediately to the Chair of the Company’s Audit Committee for his review and approval or ratification. This code also provides that the Company shall not make any personal loans or extensions of credit to nor become contingently liable for any indebtedness of directors or executive officers or a member of his or her family.

One of our directors, Paul Coppinger, is the Division President of Weir Oil & Gas, which is part of the Weir Group PLC. For 2019 and 2018 fiscal years, we made payments to various subsidiaries of the Weir Group PLC for certain products of \$834,141 and \$1,352,970, respectively. In the Company's opinion, the terms of such payments were substantially equivalent to those which would have been obtained from unaffiliated third parties. Such amounts are not material to either the Company, or Weir Group PLC.

Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the median annual total compensation of our worldwide employee population and the annual total compensation of Mr. Alario, our Interim Chief Executive Officer (our “Interim CEO”).

For the year ended December 31, 2019, the total compensation for our Interim CEO, Mr. Alario, was \$2,541,727 as reported in the “Total (\$)” column of the Summary Compensation Table (“SCT”). Since Mr. Alario was appointed Interim CEO effective November 1, 2019, we annualized his Salary and All Other Compensation (temporary housing allowance), as disclosed in the Summary Compensation Table, and added the disclosed values of his one-time Phantom Stock Award to arrive at a value of \$3,297,997, used for the ratio of annual total compensation for our Interim CEO to the annual total compensation for our median employee. We annualized Mr. Alario’s total compensation as follows:

SCT Components	Actual Values from SCT	For Interim CEO Pay Ratio: Annualized Values + One-Time Values	Rationale
Salary	\$134,038	\$850,000	Annualized
Bonus	—	—	
Stock Awards	\$2,399,997	\$2,399,997	Not Annualized
Option Awards	—	—	
Non-Equity Incentive Plan Compensation	—	—	
Change In Pension	—	—	
All Other Compensation	\$7,692	\$48,000	Annualized
Total Interim CEO Pay	\$2,541,727	\$3,297,997	

For 2019, our last completed fiscal year:

- the median of the estimated annual total compensation of all employees of our company (other than our CEO), was \$65,285; and
- the annual total compensation of our Interim CEO was \$3,297,997.

Based on this information, for 2019 our Interim Chief Executive Officer’s annualized total compensation was approximately fifty-one times that of the median of the annual total compensation of all employees. Note that Mr. Alario did not participate in our annual bonus plan and did not fully participate in our health and benefit plans. Therefore, we anticipate that our pay ratio will increase when Mr. Alario’s replacement is appointed, depending on his or her bonus plan and benefit plan participation levels.

To identify the median of the estimated annual total compensation of all our employees, as well as to determine the annual total compensation of the “median employee,” the methodology and the material assumptions, adjustments, and estimates that we used were as follows:

1. As permitted under the SEC rules, in order to identify our median employee, we used a consistently applied compensation measure of estimated ‘total cash compensation’ earned from January 1, 2019 to December 31, 2019. We used December 31, 2019 for our employee listing and annualized total cash compensation for those permanent employees who commenced work during 2019. We did not adjust the size of our employee population or make any cost-of-living adjustments when identifying our median employee.

2. In calculating the estimated annual total compensation of the median employee and CEO, we identified and included the elements of such compensation in accordance with the requirement of Item 402(c)(2)(x) of Regulation S-K.

3. We believe the pay ratio disclosed above is a reasonable estimate calculated in accordance with SEC rules, based on our records and the methodology described above. The SEC rules for identifying the median employee and calculating the pay ratio allow companies to use a variety of methodologies and apply various assumptions. The application of various methodologies may result in significant differences in the results reported by SEC reporting companies. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio we report above.

DIRECTOR COMPENSATION

Directors who are employees of the Company do not receive compensation for serving on the Board of Directors. The following table sets forth the compensation paid by the Company to its non-employee members of the Board of Directors for the year ended December 31, 2019.

Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)(1)	(d)	(e)	(f)	(g)	(h)
Richard Alario	\$106,000	\$119,989	-	-	-	-	\$225,989
Terry Bonno	\$101,500	\$119,989	-	-	-	-	\$221,489
Galen Cobb	\$101,500	\$119,989	-	-	-	-	\$221,489
Paul Coppinger	\$106,000	\$119,989	-	-	-	-	\$225,989
James Crandell	\$96,000	\$119,989	-	-	-	-	\$215,989
Rodney Eads	\$114,000	\$119,989	-	-	-	-	\$233,989
J. Wayne Richards	\$145,500	\$185,991	-	-	-	-	\$331,491

(1) The aggregate number of outstanding shares of restricted stock as of December 31, 2019 for each director are as follows: Mr. Alario – 8,528; Ms. Bonno – 8,528; Mr. Cobb – 8,528; Mr. Coppinger – 8,528; Mr. Crandell – 8,528; Mr. Eads – 8,528; and Mr. Richards – 13,219.

Board Compensation

Members of the Company's Board of Directors who are not full-time employees of the Company receive the following cash compensation:

- For service on the Board of Directors – an annual retainer of \$70,000, paid quarterly;
- For service as chairperson of the audit committee of the Board of Directors – an annual retainer of \$20,000, paid quarterly;
- For service as chairperson of the compensation committee of the Board of Directors – an annual retainer of \$15,000, paid quarterly;
- For service as chairperson of the nominating/corporate governance committee of the Board of Directors – an annual retainer of \$15,000, paid quarterly;

- For service as a member of the audit committee of the Board of Directors – an annual retainer of \$7,500, paid quarterly;
- For service as a member of the compensation committee of the Board of Directors – an annual retainer of \$5,000, paid quarterly;
- For service as a member of the nominating/corporate governance committee of the Board of Directors – an annual retainer of \$5,000, paid quarterly; and
- \$2,000 for each Board meeting and each committee meeting attended.

The independent Chairman of the Board receives an annual cash retainer of \$44,000, paid quarterly. The independent Chairman of the Board will also receive annually a restricted stock grant valued at approximately \$66,000, in addition to the annual restricted stock grant value received by all non-employee directors of the Company.

Directors of the Board who are also employees of the Company do not receive any compensation for their service as directors.

Members of the Board are also eligible to receive stock options and awards, including restricted stock, performance awards, phantom shares, stock payments, or SARs under the NOW Inc. Long-Term Incentive Plan.

The Board approved the grant of 8,528 shares of restricted stock awards on May 22, 2019 to each non-employee director under the NOW Inc. Long-Term Incentive Plan with the exception of Mr. Richards who was awarded 13,219 shares of restricted stock awards on May 22, 2019. The restricted stock award shares vest in full on the first anniversary of the date of the grant.

Stock Ownership Guidelines

Under the Company's stock ownership guidelines implemented in February 2020, each non-employee director must own Company stock equal to five times the directors' annual cash retainer. The Company's non-employee directors must attain the applicable stock ownership level within five years after first becoming subject to the guidelines. For a discussion of the types of shares that count towards the ownership guidelines, please read "Compensation Discussion and Analysis - Stock Ownership Guidelines for Executives".

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The rules of the SEC require that the Company disclose late filings of reports of stock ownership (and changes in stock ownership) by its directors, executive officers, and beneficial owners of more than ten percent of the Company's stock. The Company has undertaken responsibility for preparing and filing the stock ownership forms required under Section 16(a) of the Securities and Exchange Act of 1934, as amended, on behalf of its officers and directors. Based upon a review of forms filed and information provided by the Company's officers and directors, we believe that all Section 16(a) reporting requirements were met during 2019.

STOCKHOLDER PROPOSALS FOR THE 2021 ANNUAL MEETING

If you wish to submit a proposal to be included in our 2021 Proxy Statement, we must receive it on or before December 10, 2020. Please address your proposal to: **Raymond Chang, Vice President, General Counsel and Secretary, NOW Inc., 7402 N. Eldridge Parkway, Houston, TX 77041.**

If you wish to otherwise introduce any item of business for consideration at our 2021 annual meeting, you must comply with the procedures specified in our bylaws and the rules of the SEC, including giving written notice of such item of business no later than January 9, 2021 nor earlier than December 10, 2020 to: **Raymond Chang, Vice President, General Counsel and Secretary, NOW Inc., 7402 N. Eldridge Parkway, Houston, TX 77041.**

ANNUAL REPORT AND OTHER MATTERS

At the date this Proxy Statement went to press, we did not know of any other matters to be acted upon at the meeting other than the election of directors, ratification of the appointment of independent auditors, and approval on an advisory basis of the compensation of our named executive officers, as discussed in this Proxy Statement. If any other matter is presented, proxy holders will vote on the matter in accordance with their best judgment.

NOW Inc.'s 2019 Annual Report on Form 10-K filed on February 19, 2020 is included in this mailing, but is not considered part of the proxy solicitation materials.

By order of the Board of Directors,

/s/ Raymond Chang

Raymond Chang
Vice President, General Counsel and Secretary

Houston, Texas
April 9, 2020

ANNEX I

FIFTH: MANAGEMENT OF CORPORATION.

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

I. DIRECTORS.

The number, classification, and terms of the Board and the procedures to elect directors, to remove directors, and to fill vacancies in the Board shall be as follows:

(a) Subject to the rights of holders of a series of shares of Preferred Stock to elect one or more directors pursuant to any provisions of any certificate of designation relating to any such series, the number of directors will be fixed exclusively by a majority of the entire Board of Directors from time to time. In no event shall the number of directors that constitute the Board be fewer than three. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors of the Corporation need not be elected by written ballot unless the bylaws of the Corporation otherwise provide.

~~(b) — The Board shall be divided into three classes designated Class I, Class II, and Class III, respectively, all as nearly equal in number as possible, with each director then in office receiving the classification that at least a majority of the Board designates. The number of directors in each class shall be the whole number contained in the quotient derived by dividing the authorized number of directors by three, and if a fraction is also contained in the quotient, then if that fraction is one third (1/3) then the extra director shall be a member of Class III, and if the fraction is two thirds (2/3) then one of the extra directors shall be a member of Class III and the other shall be a member of Class II. Each director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the annual meeting following their first election as directors, the directors first elected to Class II shall serve for a term ending on the second annual meeting following their first election as directors, and the directors first elected to Class III shall serve a full term as hereinabove provided. The foregoing notwithstanding, each director shall serve until his or her successor shall have been qualified, or until he or she becomes disabled or is otherwise removed. At each annual meeting of stockholders, directors will be elected to succeed the class of directors whose terms have expired. If for any reason the number of directors in the various classes shall not conform with the formula set forth in the preceding paragraph, the Board may (but shall not be required to) redesignate any director into a different class in order that the balance of directors in such classes shall conform thereto.~~

(b) Commencing at the annual meeting of stockholders held in calendar year 2021 (the “2021 Annual Meeting”), each director shall be elected annually for a term of one year and shall hold office until the next succeeding annual meeting; provided, however, each director elected at the annual meeting of stockholders in calendar year 2019 shall hold office until the annual meeting of stockholders in calendar year 2022 and each director elected at the annual meeting of stockholders in calendar year 2020 shall hold office until the annual meeting of stockholders in

calendar year 2023. In all cases, each director shall hold office until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

(c) Vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office, or other cause and newly-created directorships resulting from any increase in the authorized number of directors may be filled by no less than a majority vote of the remaining directors then in office, though less than a quorum, ~~who are designated to represent the same class or classes of stockholders that the vacant position, when filled, is to represent~~ or by the sole remaining director (but not by the stockholders except as required by law), and each director so chosen shall ~~receive the classification of the vacant directorship to which such director has been appointed or, if that is a newly-created directorship, shall receive the classification that at least a majority of the Board designates and shall~~ hold office until the first next succeeding annual meeting of stockholders held after such director's election for the purpose of electing directors of that classification and until such director's successor is elected and qualified or until ~~his~~such director's earlier death, resignation, or removal from office.

(d) The number, qualifications, terms of office, manner of election, time and place of meeting, compensation and powers and duties of the directors may be prescribed from time to time by the bylaws of the Corporation, and the bylaws of the Corporation may also contain any other provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or this Amended and Restated Certificate of Incorporation.

(e) A director of any class of directors of the Corporation elected prior to the 2021 Annual Meeting may be removed before the expiration date of that director's term of office, only for cause, by an affirmative vote of the holders of not less than eighty percent (80%) of the votes of the outstanding shares of the class or classes or series of stock then entitled to be voted at an election of directors of that class or series, voting together as a single class, cast at the annual meeting of stockholders or at any special meeting of stockholders called by a majority of the Board for this purpose. Any other director may be removed from office with or without cause.

Appendix A

Annual Report to Stockholders

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

FORM 10-K

(Mark one)

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

FOR THE YEAR ENDED DECEMBER 31, 2019

OR

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

Commission file number 001-36325

NOW INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

46-4191184
(IRS Identification No.)

7402 North Eldridge Parkway, Houston, Texas 77041
(Address of principal executive offices)

(281) 823-4700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	DNOW	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of common stock held by non-affiliates of the registrant as of June 28, 2019 was \$1.6 billion. As of February 12, 2020, there were 109,207,678 shares of the Company's common stock (excluding 907,528 unvested restricted shares) outstanding.

Documents Incorporated by Reference

Portions of the Proxy Statement in connection with the 2020 Annual Meeting of Stockholders are incorporated in Part III of this report.

FORM 10-K

Note About Forward-Looking Statements

This report includes estimates, projections, statements relating to our business plans, objectives and expected operating results that are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may appear throughout this report, including the following sections: “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These forward-looking statements generally are identified by the words “may,” “believe,” “anticipate,” “expect,” “plan,” “predict,” “estimate,” “will be” or other similar words and phrases. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that may cause actual results to differ materially. We describe risks and uncertainties that could cause actual results and events to differ materially in “Risk Factors” (Part I, Item 1A of this Form 10-K), “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (Part II, Item 7) and “Quantitative and Qualitative Disclosures about Market Risk” (Part II, Item 7A). We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events or otherwise, except to the extent required by applicable law.

PART I

ITEM 1. BUSINESS

Corporate Structure

NOW Inc. (“NOW” or the “Company”), headquartered in Houston, Texas, was incorporated in Delaware on November 22, 2013. On May 30, 2014, the spin-off from National Oilwell Varco, Inc. (“NOV”) was completed and NOW became an independent, publicly traded company (the “Spin-Off” or “Separation”). In accordance with a separation and distribution agreement between NOV and NOW, the two companies were separated by NOV distributing to its stockholders 107,053,031 shares of common stock of NOW Inc. with each NOV stockholder receiving one share of NOW common stock for every four shares of NOV common stock held at the close of business on the record date of May 22, 2014 and not sold prior to close of business on May 30, 2014. We filed a registration statement on Form 10, as amended through the time of its effectiveness, describing the Spin-Off, which was declared effective by the U.S. Securities and Exchange Commission (“SEC”) on May 13, 2014. On June 2, 2014, NOW stock began trading “regular-way” on the New York Stock Exchange under the ticker symbol “DNOV”.

Overview

We are a global distributor to the oil and gas and industrial markets with a legacy of over 150 years. We operate primarily under the DistributionNOW and DNOW brands. Through our network of approximately 245 locations and approximately 4,400 employees worldwide, we stock and sell a comprehensive offering of energy products as well as a selection of products for industrial applications. Our energy product offering is consumed throughout all sectors of the oil and gas industry – from upstream drilling and completion, exploration and production (“E&P”), midstream infrastructure development to downstream petrochemical and petroleum refining – as well as in other industries, such as chemical processing, mining, utilities and industrial manufacturing operations. The industrial distribution end markets include manufacturing, municipal water and wastewater and engineering and construction firms. We also provide supply chain and materials management solutions to the same markets where we sell products.

Our global product offering includes consumable maintenance, repair and operating (“MRO”) supplies, pipe, valves, fittings, flanges, gaskets, fasteners, electrical, instrumentation, artificial lift, pumping solutions, valve actuation and modular process, measurement and control equipment. We also offer procurement, warehouse and inventory management solutions as part of our supply chain and materials management offering. We have developed expertise in providing application systems, work processes, parts integration, optimization solutions and after-sales support.

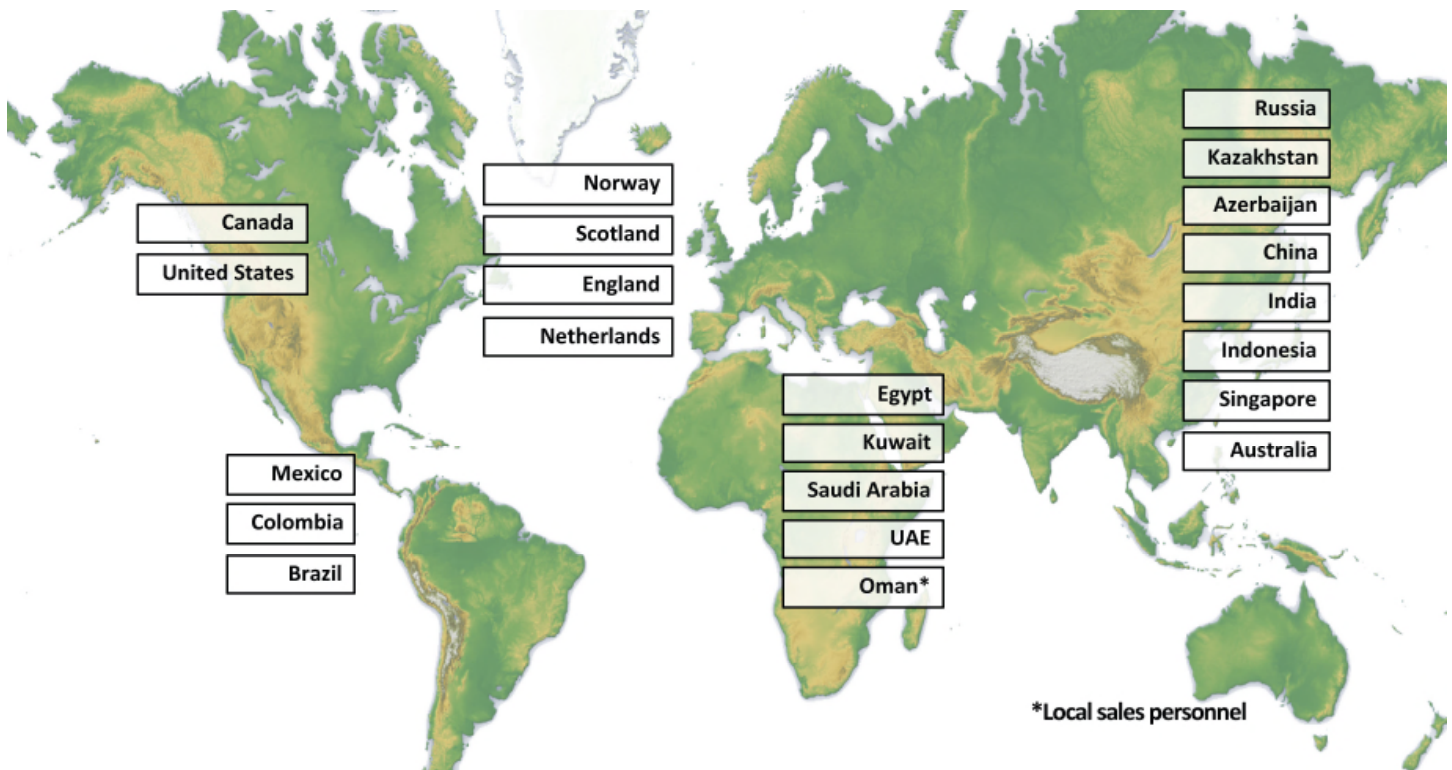
Our solutions include outsourcing portions or entire functions of our customers’ procurement, inventory and warehouse management, logistics, point of issue technology, project management, business process and performance metrics reporting. These solutions allow us to leverage the infrastructure of our SAP™ Enterprise Resource Planning (“ERP”) system and other technologies to streamline our customers’ purchasing process, from requisition to procurement to payment, by digitally managing workflow, improving approval routing and providing robust reporting functionality.

We support land and offshore operations for the major oil and gas producing regions around the world through our network of locations. Our key markets, beyond North America, include Latin America, the North Sea, the Middle East, Asia Pacific and the Former Soviet Union (“FSU”). Products sold through our locations support greenfield expansion upstream capital projects, midstream infrastructure and transmission and MRO consumables used in day-to-day production. We provide downstream energy and industrial products for petroleum refining, chemical processing, LNG terminals, power generation utilities and industrial manufacturing operations and customer on-site locations.

We stock or sell more than 300,000 stock keeping units (“SKUs”) through our branch network. Our supplier network consists of thousands of vendors in approximately 40 countries. From our operations in over 20 countries, we sell to customers operating in approximately 80 countries. The supplies and equipment stocked by each of our branches are customized to meet varied and changing local customer demands. The breadth and scale of our offering enhances our value proposition to our customers, suppliers and shareholders.

We employ advanced information technologies, including a common ERP platform across most of our business, to provide complete procurement, materials management and logistics coordination to our customers around the globe. Having a common ERP platform allows immediate visibility into our inventory assets, operations and financials worldwide, enhancing decision making and efficiency.

Global Operations



Demand for our products is driven primarily by the level of oil and gas drilling, completions, servicing, production, transmission, refining and petrochemical and industrial manufacturing activities. It is also influenced by the global supply and demand for energy, the economy in general and by geopolitics. Several factors drive spending, such as investment in energy infrastructure, the North American conventional and shale plays, market expectations of future developments in the oil, natural gas, liquids, refined products, petrochemical, plant maintenance and other industrial, manufacturing and energy sectors.

We have expanded globally, through acquisitions and organic investments, into Australia, Azerbaijan, Brazil, Canada, China, Colombia, Egypt, England, India, Indonesia, Kazakhstan, Kuwait, Mexico, Netherlands, Norway, Oman, Russia, Saudi Arabia, Scotland, Singapore, the United Arab Emirates (“UAE”) and the United States.

Summary of Reportable Segments

We operate through three reportable segments: United States (“U.S.”), Canada and International. The segment data included in our Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) are presented on a basis consistent with our internal management reporting. Segment information appearing in Note 15 “Business Segments” of the Notes to Consolidated Financial Statements (Part IV, Item 15 of this Form 10-K) is also presented on this basis.

United States

We have approximately 165 locations in the U.S., which are geographically positioned to best serve the upstream, midstream and downstream energy and industrial markets.

We offer higher value solutions in key product lines in the U.S. which broaden and deepen our customer relationships and related product line value. Examples of these include artificial lift, pumps, valves and valve actuation, process equipment, fluid transfer products, measurement and controls, spoolable pipe, along with many other products required by our customers, which enable them to focus on their core business while we manage their supply chain. We also provide additional value to our customers through the design, assembly, fabrication and optimization of products and equipment essential to the safe and efficient production, transportation and processing of oil and gas and industrial manufacturing.

Canada

We have a network of approximately 50 locations in the Canadian oilfield, predominantly in the oil rich provinces of Alberta and Saskatchewan in Western Canada. Our Canada segment primarily serves the energy exploration, production, mining and drilling business, offering customers many of the same products and value-added solutions that we perform in the U.S. In Canada, we also provide training for, and supervise the installation of, jointed and spoolable composite pipe. This product line is supported by inventory and product and installation expertise to serve our customers.

International

We operate in approximately 20 countries and serve the needs of our international customers from approximately 30 locations outside the U.S. and Canada, which are strategically located in major oil and gas development areas. Our approach in these markets is similar to our approach in North America, as our customers turn to us to provide inventory and support closer to their drilling and exploration activities. Our long legacy of operating in many international regions, combined with significant expansion into several key markets, provides a competitive advantage as few of our competitors have a presence in most of the global energy producing regions.

Distribution Industry Overview

The distribution industry is highly fragmented, comprised of large companies with global reach and numerous small, local and regional competitors. Distribution companies act both as supply stores and supply chain management providers for their customers. Distributors deliver value to their customers by serving as a supply chain partner by managing vendor networks and aggregating, carrying and distributing a wide range of product inventory from numerous vendors in locations close to the end user. As a distributor of energy and industrial markets, we offer a wide array of products and supply chain services.

We offer our products, services and supply chain solutions across the entire energy value chain, from onshore and offshore drilling of oil and gas, to the exploration and production of oil and gas, the separation, transfer, and disposal of produced water, to the midstream gathering, processing and transmission of oil, gas, water, NGLs, LNG, and refined petroleum products, to the downstream refining of oil, and the manufacturing of petrochemicals and specialty chemicals. In addition, we provide our products, services and supply chain solutions to other end markets including mining and minerals, municipal water and wastewater and industrial manufacturing.

We provide drilling products, MRO consumables, safety and original equipment manufacturer (OEM) equipment for land drilling rigs, workover rigs and initial offshore drilling rig load outs. Once rigs are contracted, commissioned and deployed, we seek to replace material and inventory consumed during drilling operations. We couple the sale of products with supply chain services in the form of inventory planning, inventory management and warehouse management. We provide a full suite of process and production equipment, pumps and compressor packages, artificial lift, steel, fiberglass and composite pipe, valves and fittings (PVF), instrumentation and measurement, and safety and personal protective equipment (PPE) in the exploration, production, separation, storage and gathering of oil and gas, as well as the separation, removal, storage and transfer of produced water.

To minimize air emissions, we provide vapor recovery systems to capture and transfer gas and volatile organic compounds during the separation and storage of oil, gas and water from operating reservoirs. For produced water, we provide fluid movement products that help our customers environmentally dispose of water. For oil streams, we provide products that measure the quality and quantity of oil and gas through the separation process and prior to distribution to the midstream sector. We offer a variety of fluid movement solutions ranging from standard to engineered pump packages and a wide variety of ASME fabricated process and production equipment to remove water and contaminants prior to the midstream transfer of oil, natural gas liquids (NGLs) and other refined products within the midstream sector. For gas processing and gas conditioning, we offer a full suite of PVF and ASME coded fabricated process equipment to efficiently and economically process and condition gas for transfer to end markets. Many of the terminals and tank farms used in the midstream space to facilitate the storage and distribution of oil, gas, NGLs, LNG, and other hydrocarbon-based fluids utilize our products. We provide PVF, pumps, safety, PPE, supply chain and safety services to the refining, petrochemical, chemical and industrial industries. Our products are consumed from industrial customer's daily MRO expenditures, customer capital projects in the form of existing plant expansions, new plant facilities, as well as planned and unplanned maintenance of processing units.

Our Distribution Channels

We offer a diverse range of products across the energy and industrial markets in the U.S., Canada and internationally. There are thousands of manufacturers of the products used in the markets in which we operate and customers demand a high level of service, responsiveness and availability across a broad set of products and vendors. These market dynamics make the distributor an essential element in the value chain. Our product offering is aligned to meet the needs of our customer base.

Energy

Energy branches are brick and mortar supply store operations that provide products to multiple upstream, midstream and downstream customers from a single location. These branches serve repeat account and walk-in retail customers. Products are inventoried in branch warehouses based on local market needs and are delivered or available for pick-up as needed. The branches serve a geographical radius and provide delivery of products and solutions.

This distribution channel includes sales and operations professionals trained in the products, applications and customer service required to support customers as they drill, explore, produce, transport and refine oil and gas and other products. Products include line pipe, valves, actuated valves, fabrication, valve actuation, fittings and flanges, pumps, OEM equipment, electrical products, mill supplies, tools, safety supplies, personal protective equipment, applied products and applications, such as artificial lift systems, coatings and miscellaneous expendable items.

Supply Chain

Supply Chain locations serve the upstream, midstream and downstream energy, industrial and manufacturing end markets through a network of facilities staffed by skilled personnel. The primary product offering includes various grades of pipe, valves, fittings, mill supplies, machine and cutting tools, power and hand tools and safety supplies. Additionally, locations offer safety equipment, including repair and maintenance, and also provide planning, sourcing and expediting of orders throughout the lifecycle of large capital projects.

Supply Chain customers can also outsource supply chain functions to the Company, where we provide a significant vendor network that enables the customer to benefit from on-site management of their procurement, warehouses, inventory, materials, projects and logistics. We partner with customers to evaluate their current operations and make informed recommendations regarding inventory levels and mix. Supply Chain solutions can be customized to a customer's requirements and guided by a strategic framework to reduce direct material expenditures and direct supply chain costs, improve maintenance productivity, reduce inventory-related working capital, streamline time to revenue and manage the risk of material availability affecting business continuity.

Process Solutions

Process Solutions has a team of distribution experts, technical professionals and licensed engineers who provide expertise related to pumps and fluid movement solutions, liquid and gas measurement systems, fabrication and valve actuation. Process Solutions distributes OEM equipment including pumps, generator sets, air and gas compressors, dryers, blowers and valves. After-market services include rental, machining and repair service from a team of field mechanics located throughout the central U.S. The team also fabricates customer lease automatic custody transfer (LACT) units, vapor recovery units, gas meter runs, ASME code vessels in the form of separators, heater treaters, gas conditioning systems, towers, reactors, condensate stabilizers, slug catchers and pressurized bullet tanks, pig launchers and receivers and water transfer and disposal units.

Process Solutions serves the upstream, midstream and downstream oil and gas markets as well as the municipal industrial, mining, power generation and general industries. Process Solutions also provides modular oil and gas tank battery solutions that positively impact our operator customers by enabling them to expedite revenue generation by reducing the time to complete a tank battery and getting oil and gas into the pipeline earlier. This solution saves our customers time and expense related to well hookup and tank battery commissioning and reduces field incident exposures due to a reduced labor requirement for battery construction.

Customers

Our primary customers are companies active in the upstream, midstream and downstream sectors of the energy industry, including drilling contractors, well servicing companies, independent and national oil and gas companies, midstream operators, refineries, petrochemical, chemical, utilities and other downstream energy processors. We also serve a diverse range of industrial and manufacturing companies across a broad spectrum of industries and end markets. We partner with our customers to continually meet or exceed their expectations and add value as a supply chain partner in the locations where they operate. Our products are typically critical to our customers' operations, yet represent only a small fraction of their total project or facility cost. As a result, our customers seek suppliers with established qualifications and an operational history to deliver high quality and reliable products that meet their requirements in a timely manner.

As customers increasingly aggregate purchases to improve efficiency and reduce costs, they partner with large distributors who can meet their needs for products in multiple locations around the world. We believe we could benefit from consolidation among the companies we serve, as the larger resulting companies look to global distributors as their source for products and related solutions.

No single customer represents more than 10% of our revenue.

Competition

The distribution companies serving the energy and industrial end markets are both numerous and competitive. This industry is highly fragmented, comprised of large distributors, each with many locations, who aggregate and distribute several product lines, and includes numerous smaller regional and local companies, many of which operate from a single location and either aggregate and distribute several product lines or focus on a single product line. While some large distributors compete in both markets, most companies focus on either the energy or industrial end market. In the energy market, some of the larger companies against whom we compete include Ferguson Enterprises, Inc., MRC Global, Inc., Russel Metals, Inc., DXP Enterprises, Inc. and FloWorks. In the industrial market, some of the larger companies against whom we compete include Ferguson Enterprises, Inc., W.W. Grainger Inc., HD Supply, Inc., Wesco International Inc., MSC Industrial Direct Co., Inc., Applied Industrial Technologies, Inc., DXP Enterprises, Inc. and Fastenal Company.

Seasonal Nature of the Company's Business

A portion of our business has experienced seasonal trends, to some degree, which have varied by geographic region. In the U.S., activity has historically been higher during the summer and fall months. In Canada, certain E&P activities have declined in the spring due to seasonal thaws and regulatory restrictions limiting the ability of drilling rigs and transportation to operate effectively and safely during these periods.

Employees

At December 31, 2019, we had approximately 4,400 employees, of which approximately 200 were temporary employees. Some of our employees in various foreign locations are subject to collective bargaining agreements. Less than one percent of our employees in the U.S. are subject to collective bargaining agreements. We offer market-competitive benefits for employees and opportunities for growth and advancement. We believe our relationship with our employees is good.

Sustainability

We can assist in reducing emissions of greenhouse gases in our operations by creating a more efficient supply chain. An efficient supply chain can help reduce the carbon footprint of deliveries to our distribution centers and branches and, ultimately to our customers. Use of our large centralized and regional distribution centers allow us to aggregate product across multiple suppliers and customers, which, in turn, prevents each customer from separately creating duplicative supply chains that require fuel for deliveries and resources to manage.

As a distributor, we perform minimal manufacturing operations. We do not utilize large amounts of water. Our energy inputs are primarily electricity for lighting, heating and office and warehouse equipment, natural gas for heating and gasoline for company sales and delivery vehicles. We strive to make our operations more efficient, and in turn try to work to reduce use of these resources and resulting emissions. We have recycling programs to try and reduce waste from used cardboard, office paper and other recyclables. However, recycling programs are sometimes limited by the unavailability of users, haulers or purchasers for recyclable materials at reasonable costs.

We are a distributor of products that contain and control the movement of gases and fluids in an efficient and sustainable manner. The products we sell are designed by the manufacturers of those products to prevent and minimize accidental leaks of hydrocarbons. Additionally, we offer product lines that further aid in the mitigation of environmental impact. Examples of such products include: domestically produced goods; low emission rated valves; steel piping products produced from recycled scrap; and pipe produced using wind power, recycled water, and wood pellet inputs.

Environmental Matters

We are subject to a variety of federal, state, local, foreign and provincial environmental, health and safety laws, regulations and permitting requirements, including those governing the discharge of pollutants or hazardous substances into the air, soil or water, the generation, handling, use, management, storage and disposal of, or exposure to, hazardous substances and wastes, the responsibility to investigate, remediate, monitor and clean up contamination and occupational health and safety. Fines and penalties may be imposed for non-compliance with applicable environmental, health and safety requirements and the failure to have or to comply with the terms and conditions of required permits. Historically, the costs to comply with environmental and health and safety requirements have not been material to our financial position, results of operations or cash flows. We are not aware of any pending environmental compliance or remediation matters that, in the opinion of management, are reasonably likely to have a material effect on our business, financial position or results of operations or cash flows.

Available Information

Our website address is www.distributionnow.com. The information found on our website is not part of this or any other report we file with, or furnish to, the SEC and is expressly not incorporated by reference into this document. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and any amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available on our website, free of charge, as soon as reasonably practicable after such reports are filed with, or furnished to, the SEC. Alternatively, you may access these reports at the SEC's website at www.sec.gov.

ITEM 1A. RISK FACTORS

You should carefully consider each of the following risks in addition to all other information contained or incorporated herein. Some of these risks relate principally to the Spin-Off, while others relate principally to our business and the industry in which we operate or to the securities markets generally and ownership of our common stock. Our business, prospects, financial condition, results of operations or cash flows could be materially and adversely affected by any of these risks, and, as a result, the trading price of our common stock could decline. This information should be read in conjunction with Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 7A, Quantitative and Qualitative Disclosures about Market Risk and the consolidated financial statements and related notes included in this Form 10-K.

Risks Relating to Our Business

Decreased capital and other expenditures in the energy industry, which can result from decreased oil and natural gas prices, among other things, can adversely impact our customers' demand for our products and our revenue.

A large portion of our revenue depends upon the level of capital and operating expenditures in the oil and natural gas industry, including capital and other expenditures in connection with exploration, drilling, production, gathering, transportation, refining and processing operations. Demand for the products we distribute is particularly sensitive to the level of exploration, development and production activity of, and the corresponding capital and other expenditures by, oil and natural gas companies. In addition, after a well is drilled, there can be a lag between when the well is drilled and when it is completed, which causes a delay in the demand for some of our products. Oil and natural gas prices have been extremely volatile since 2014. Continued volatility and weakness in oil or natural gas prices could depress levels of exploration, development and production activity and, therefore, could lead to a decrease in our customers' capital and other expenditures.

The willingness of oil and gas operators to make capital and operating expenditures to explore for and produce oil and natural gas and the willingness of oilfield service companies to invest in capital and operating equipment will continue to be influenced by numerous factors over which we have no control, including:

- the ability of the members of the Organization of Petroleum Exporting Countries ("OPEC") and certain non-OPEC countries, such as Russia, to maintain price stability through voluntary production limits, the level of production by other non-OPEC countries, such as the United States, and worldwide demand for oil and gas;
- the level of production from known reserves;
- the cost of exploring for and producing oil and gas;
- limits on access to capital and investor demands for capital discipline;
- the level of drilling activity and drilling rig day rates;
- worldwide economic activity;
- national government political requirements;
- the development of alternate energy sources; and
- environmental regulations.

If there is a significant reduction in demand for drilling services, in cash flows of drilling contractors, well servicing companies or production companies, or in drilling or well servicing rig utilization rates, then demand for our products will decline.

Volatile oil and gas prices affect demand for our products.

Demand for our products is largely determined by current and anticipated oil and natural gas prices, and the related spending and level of activity by our customers, including spending on production and the level of drilling activities. Volatility or weakness in oil or natural gas prices (or the perception that oil or natural gas prices will decrease) affects the spending pattern of our customers, and may result in the drilling of fewer new wells or lower production spending on existing wells. This, in turn, could result in lower demand for our products. Any sustained decrease in capital expenditures in the oil and natural gas industry could have a material adverse effect on us.

Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty and a variety of other factors that are beyond our control. Any such reduction in operating budgets, reduction in activity and/or pricing pressures, would adversely affect our revenue and operating performance.

Many factors affect the supply of and demand for energy and, therefore, influence oil and natural gas prices, including:

- the level of domestic and worldwide oil and natural gas production and inventories;
- the level of drilling activity and the availability of attractive oil and natural gas field prospects, which governmental actions may affect, such as regulatory actions or legislation, or other restrictions on drilling, including those related to environmental concerns (e.g., a temporary moratorium on deepwater drilling in the Gulf of Mexico following a rig accident or oil spill);
- the discovery rate of new oil and natural gas reserves and the expected cost of developing new reserves;
- the actual cost of finding and producing oil and natural gas;
- depletion rates;
- domestic and worldwide refinery over capacity or under capacity and utilization rates;
- the availability of transportation infrastructure and refining capacity;
- increases in the cost of products that the oil and gas industry uses, such as those that we provide, which may result from increases in the cost of raw materials such as steel;
- shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- the economic or political attractiveness of alternative fuels, such as coal, hydrocarbon, battery power, wind, solar energy and biomass-based fuels;
- increases in oil and natural gas prices or historically high oil and natural gas prices, which could lower demand for oil and natural gas products;
- worldwide economic activity including growth in non-Organization for Economic Co-operation and Development countries, including China and India;
- interest rates and the cost of capital;
- national government policies, including government policies that could nationalize or expropriate oil and natural gas, E&P, refining or transportation assets;
- the ability of OPEC and non-OPEC countries, such as Russia, to set and maintain production levels and prices for oil;
- the level of production by non-OPEC countries;
- the impact of armed hostilities, or the threat or perception of armed hostilities;
- public health crises, such as the coronavirus outbreak at the beginning of 2020
- environmental regulation;
- import duties and tariffs;
- technological advances;
- global weather conditions and natural disasters;
- currency fluctuations; and
- tax policies.

Oil and natural gas prices have been and are expected to remain volatile. U.S. rig count decreased from 1,075 rigs on January 4, 2019 to 805 rigs on December 27, 2019. U.S. rig count averaged 944 rigs in 2019. U.S. rig count at January 31, 2020 was 790 rigs. The price for WTI crude was \$61.17 per barrel at January 2, 2020. The price for WTI crude was \$46.31 per barrel on January 2, 2019 and \$60.37 per barrel on January 2, 2018. This type of volatility has historically caused oil and natural gas companies to change their strategies and expenditure levels from year to year. We have experienced in the past, and we will likely experience in the future, significant fluctuations in operating results based on these changes.

General economic conditions may adversely affect our business.

U.S. and global general economic conditions affect many aspects of our business, including demand for the products we distribute and the pricing and availability of supplies. General economic conditions and predictions regarding future economic conditions also affect our forecasts. A decrease in demand for the products we distribute or other adverse effects resulting from an economic downturn may cause us to fail to achieve our anticipated financial results. General economic factors beyond our control that affect our business and customers include interest rates, recession, inflation, deflation, customer credit availability, consumer credit availability, consumer debt levels, performance of housing markets, energy costs, tariffs, tax rates and policy, unemployment rates, commencement or escalation of war or hostilities, the threat or possibility of war, terrorism or other global or national unrest, political or financial instability, and other matters that influence our customers' spending. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency or increase in magnitude. In addition, worldwide economic conditions could have an adverse effect on our business, prospects, operating results, financial condition and cash flows.

We may be unable to compete successfully with other companies in our industry.

We sell products in very competitive markets. In some cases, we compete with large companies with substantial resources. In other cases, we compete with smaller regional companies that may increasingly be willing to provide similar products at lower prices. Certain of these competitors may have greater financial, technical and marketing resources than us, and may be in a better competitive position. The following competitive actions can each adversely affect our revenues and earnings:

- price changes;
- vendors with better terms;
- consolidation in the industry;
- investments in technology and fulfillment; and
- improvements in availability and delivery.

We could experience a material adverse effect to the extent that our competitors are successful in reducing our customers' purchases of products from us. Competition could also cause us to lower our prices, which could reduce our margins and profitability. Furthermore, consolidation in our industry could heighten the impacts of the competition on our business and results of operations discussed above, particularly if consolidation results in competitors with stronger financial and strategic resources, and could also result in increases to the prices we are required to pay for acquisitions we may make in the future. In addition, certain foreign jurisdictions and government-owned petroleum companies located in some of the countries in which we operate have adopted policies or regulations which may give local nationals in these countries competitive advantages. Competition in our industry could lead to lower revenues and earnings.

Demand for the products we distribute could decrease if the manufacturers of those products were to sell a substantial amount of goods directly to end users in the sectors we serve.

Historically, users of pipes, valves and fittings and related products have purchased certain amounts of these products through distributors and not directly from manufacturers. If customers were to purchase the products that we sell directly from manufacturers, or if manufacturers sought to increase their efforts to sell directly to end users, we could experience a significant decrease in profitability. These or other developments that remove us from, or limit our role in, the distribution chain, may harm our competitive position in the marketplace and reduce our sales and earnings and adversely affect our business.

We may need additional capital in the future, and it may not be available on acceptable terms, or at all.

We may require more capital in the future to:

- fund our operations (including, but not limited to, working capital requirements such as inventory);
- finance investments in equipment and infrastructure needed to maintain and expand our distribution capabilities;
- enhance and expand the range of products we offer; and
- respond to potential strategic opportunities, such as investments, acquisitions and international expansion.

We can give no assurance that additional financing will be available on terms favorable to us, or at all. The terms of available financing may place limits on our financial and operating flexibility. If adequate funds are not available on acceptable terms, we may be forced to reduce our operations or delay, limit or abandon expansion opportunities. Moreover, even if we are able to continue our operations, the failure to obtain additional financing could reduce our competitiveness.

We may experience unexpected supply shortages.

We distribute products from a wide variety of manufacturers and suppliers. Nevertheless, in the future we may have difficulty obtaining the products we need from suppliers and manufacturers as a result of unexpected demand or production difficulties that might extend lead times. Also, products may not be available to us in quantities sufficient to meet our customer demand. Our inability to obtain products from suppliers and manufacturers in sufficient quantities, or at all, could adversely affect our product offerings and our business.

We may experience cost increases from suppliers, which we may be unable to pass on to our customers.

In the future, we may face supply cost increases due to, among other things, unexpected increases in demand for supplies, decreases in production of supplies or increases in the cost of raw materials or transportation, or trade wars. Any inability to pass supply price increases on to our customers could have a material adverse effect on us. In addition, if supply costs increase, our customers may elect to purchase smaller amounts of products or may purchase products from other distributors. While we may be able to work with our customers to reduce the effects of unforeseen price increases because of our relationships with them, we may not be able to reduce the effects of the cost increases. In addition, to the extent that competition leads to reduced purchases of products from us or a reduction of our prices, and these reductions occur concurrently with increases in the prices for selected commodities which we use in our operations, the adverse effects described above would likely be exacerbated and could result in a prolonged downturn in profitability.

We do not have contracts with most of our suppliers. The loss of a significant supplier would require us to rely more heavily on our other existing suppliers or to develop relationships with new suppliers. Such a loss may have an adverse effect on our product offerings and our business.

Given the nature of our business, and consistent with industry practice, we do not have contracts with most of our suppliers. We generally make our purchases through purchase orders. Therefore, most of our suppliers have the ability to terminate their relationships with us at any time. Although we believe there are numerous manufacturers with the capacity to supply the products we distribute, the loss of one or more of our major suppliers could have an adverse effect on our product offerings and our business. Such a loss would require us to rely more heavily on our other existing suppliers or develop relationships with new suppliers, which may cause us to pay higher prices for products due to, among other things, a loss of volume discount benefits currently obtained from our major suppliers.

Price reductions by suppliers of products that we sell could cause the value of our inventory to decline. Also, these price reductions could cause our customers to demand lower sales prices for these products, possibly decreasing our margins and profitability on sales to the extent that we purchased our inventory of these products at the higher prices prior to supplier price reductions.

The value of our inventory could decline as a result of manufacturer price reductions with respect to products that we sell. There is no assurance that a substantial decline in product prices would not result in a write-down of our inventory value. Such a write-down could have an adverse effect on our financial condition. Also, decreases in the market prices of products that we sell could cause customers to demand lower sales prices from us. These price reductions could reduce our margins and profitability on sales with respect to the lower-priced products. Reductions in our margins and profitability on sales could have a material adverse effect on us.

A substantial decrease in the price of steel could significantly lower our product margin or cash flow.

We distribute many products manufactured from steel. As a result, the price and supply of steel can affect our business and, in particular, our pipe product category. When steel prices are lower, the prices that we charge customers for products may decline, which affects our product margin and cash flow. At times pricing and availability of steel can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, labor costs, sales levels, competition, consolidation of steel producers, fluctuations in and the costs of raw materials necessary to produce steel, steel manufacturers' plant utilization levels and capacities, import duties and tariffs and currency exchange rates. Increases in manufacturing capacity for steel-related products could put pressure on the prices we receive for such products. When steel prices decline, customer demands for lower prices and our competitors' responses to those demands could result in lower sales prices and, consequently, lower product margin and cash flow.

If steel prices rise, we may be unable to pass along the cost increases to our customers.

We maintain inventories of steel products to accommodate the lead time requirements of our customers. Accordingly, we purchase steel products in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, contracts with customers and market conditions. Our commitments to purchase steel products are generally at prevailing market prices in effect at the time we place our orders. If steel prices increase between the time we order steel products and the time of delivery of the products to us, our suppliers may impose surcharges that require us to pay for increases in steel prices during the period. Demand for the products we distribute, the actions of our competitors and other factors will influence whether we will be able to pass on steel cost increases and surcharges to our customers, and we may be unsuccessful in doing so.

If tariffs and duties on imports into the U.S. of line pipe or certain of the other products that we sell are lifted, we could have too many of these products in inventory competing against less expensive imports.

U.S. law currently imposes tariffs and duties on imports from certain foreign countries of pipe and on other imports of certain steel products that we sell. If these tariffs and duties are lifted or reduced, and our U.S. customers accept these imported products, we could be materially and adversely affected to the extent that we would then have higher-cost products in our inventory or there would be increased supplies of these products which would drive down prices and affect our margins on our domestic or other alternate products that compete with the new imports that have tariffs or duties removed. If prices of these products were to decrease significantly, we might not be able to profitably sell these products we have in our inventory and the value would decline. In addition, significant price decreases could result in a significantly longer holding period for some of our inventory.

Changes in trade policies, including the imposition of additional tariffs, could negatively impact our business, financial condition and results of operations.

The current United States administration has signaled support for implementing, and in some instances, has already proposed or taken action with respect to, major changes to certain trade policies, such as the imposition of additional tariffs on imported products and the withdrawal from or renegotiation of certain trade agreements, including the North American Free Trade Agreement. On March 8, 2018, the President of the United States signed an order to impose a tariff of 25% on steel imported from certain countries under the Section 232 rule. The tariff did result in an increase in our cost of sales, and if removed could trigger a decrease in our cost of sales and inventory value. The U.S. has also imposed tariffs on China under section 301 that has affected the cost of certain products. These tariffs are subject to change as trade negotiations continue. If these tariffs were removed, it could drive down the costs of certain products and affect our inventory value which could affect our margin negatively. There can be no assurance that we will be able to pass any of the increases in raw material costs directly resulting from the tariffs to our customers.

In addition, there could be additional tariffs imposed by the United States and these could also result in additional retaliatory actions by the United States' trade partners. Given that we procure many of the raw materials that we use to create our products directly or indirectly from outside of the United States, the imposition of tariffs and other potential changes in U.S. trade policy could increase the cost or limit the availability of such raw materials, which could hurt our competitive position and adversely impact our business, financial condition and results of operations. In addition, we sell a significant proportion of our products to customers outside of the United States. Retaliatory actions by other countries could result in increases in the price of our products, which could limit demand for such products, hurt our global competitive position and have a material adverse effect on our business, financial condition and results of operations.

We do not have long-term contracts or agreements with many of our customers. The contracts and agreements that we do have generally do not commit our customers to any minimum purchase volume. The loss of a significant customer may have a material adverse effect on us.

Given the nature of our business, and consistent with industry practice, we do not have long-term contracts with many of our customers. In addition, our contracts generally do not commit our customers to any minimum purchase volume. Therefore, a significant number of our customers may terminate their relationships with us or reduce their purchasing volume at any time. Furthermore, the long-term customer contracts that we do have are generally terminable without cause on short notice. The products that we may sell to any particular customer depend in large part on the size of that customer's capital expenditure budget in a particular year and on the results of competitive bids for major projects. Consequently, a customer that accounts for a significant portion of our sales in one fiscal year may represent an immaterial portion of our sales in subsequent fiscal years. The loss of a significant customer, or a substantial decrease in a significant customer's orders, may have an adverse effect on our sales and revenue.

In addition, we are subject to customer audit clauses in many of our multi-year contracts. If we are not able to provide the proper documentation or support for invoices per the contract terms, we may be subject to negotiated settlements with our major customers.

Changes in our customer and product mix could cause our product margin to fluctuate.

From time to time, we may experience changes in our customer mix or in our product mix. Changes in our customer mix may result from geographic expansion, daily selling activities within current geographic markets and targeted selling activities to new customer segments. Changes in our product mix may result from marketing activities to existing customers and needs communicated to us from existing and prospective customers. If customers begin to require more lower-margin products from us and fewer higher-margin products, our business, results of operations and financial condition may suffer.

Customer credit risks could result in losses.

The concentration of our customers in the energy industry may impact our overall exposure to credit risk as customers may be similarly affected by prolonged changes in economic and industry conditions. Further, laws in some jurisdictions in which we operate could make collection difficult or time consuming. We perform ongoing credit evaluations of our customers and do not generally require collateral in support of our trade receivables. While we maintain reserves for expected credit losses, we cannot assure these reserves will be sufficient to meet write-offs of uncollectible receivables or that our losses from such receivables will be consistent with our expectations.

We may be unable to successfully execute or effectively integrate acquisitions.

One of our key operating strategies is to selectively pursue acquisitions, including large scale acquisitions, to continue to grow and increase profitability. However, acquisitions, particularly of a significant scale, involve numerous risks and uncertainties, including intense competition for suitable acquisition targets, the potential unavailability of financial resources necessary to consummate acquisitions in the future, increased leverage due to additional debt financing that may be required to complete an acquisition, dilution of our stockholders' net current book value per share if we issue additional equity securities to finance an acquisition, difficulties in identifying suitable acquisition targets or in completing any transactions identified on sufficiently favorable terms, assumption of undisclosed or unknown liabilities and the need to obtain regulatory or other governmental approvals that may be necessary to complete acquisitions. In addition, any future acquisitions may entail significant transaction costs and risks associated with entry into new markets.

Even when acquisitions are completed, integration of acquired entities can involve significant difficulties, such as:

- failure to achieve cost savings or other financial or operating objectives with respect to an acquisition;
- complications and issues resulting from the integration/conversion of ERP systems;
- strain on the operational and managerial controls and procedures of our business, and the need to modify systems or to add management resources;
- difficulties in the integration and retention of customers or personnel and the integration and effective deployment of operations or technologies;
- amortization of acquired assets, which would reduce future reported earnings;
- possible adverse short-term effects on our cash flows or operating results;
- diversion of management's attention from the ongoing operations of our business;
- integrating personnel with diverse backgrounds and organizational cultures;
- coordinating sales and marketing functions;
- failure to obtain and retain key personnel of an acquired business; and
- assumption of known or unknown material liabilities or regulatory non-compliance issues.

Failure to manage these acquisition risks could have an adverse effect on us.

We are a holding company and depend upon our subsidiaries for our cash flow.

We are a holding company. Our subsidiaries conduct all of our operations and own substantially all of our assets. Consequently, our cash flow and our ability to meet our obligations or to make other distributions in the future will depend upon the cash flow of our subsidiaries and our subsidiaries' payment of funds to us in the form of dividends, tax sharing payments or otherwise.

The ability of our subsidiaries to make any payments to us will depend on their earnings, the terms of their current and future indebtedness, tax considerations and legal and contractual restrictions on the ability to make distributions.

Our subsidiaries are separate and distinct legal entities. Any right that we have to receive any assets of or distributions from any of our subsidiaries upon the bankruptcy, dissolution, liquidation or reorganization, or to realize proceeds from the sale of their assets, will be junior to the claims of that subsidiary's creditors, including trade creditors and holders of debt that the subsidiary issued.

Changes in our credit profile may affect our relationship with our suppliers, which could have a material adverse effect on our liquidity.

Changes in our credit profile may affect the way our suppliers view our ability to make payments and may induce them to shorten the payment terms of their invoices. Given the large dollar amounts and volume of our purchases from suppliers, a change in payment terms may have a material adverse effect on our liquidity and our ability to make payments to our suppliers and, consequently, may have a material adverse effect on us.

We are subject to strict environmental, health and safety laws and regulations that may lead to significant liabilities and negatively impact the demand for our products.

We are subject to a variety of federal, state, local, foreign and provincial environmental, health and safety laws; regulations and permitting requirements, including those governing the discharge of pollutants or hazardous substances into the air, soil or water, the generation, handling, use, management, storage and disposal of, or exposure to, hazardous substances and wastes, the responsibility to investigate and clean up contamination and occupational health and safety. Regulations and courts may impose fines and penalties for non-compliance with applicable environmental, health and safety requirements and the failure to have or to comply with the terms and conditions of required permits. Our failure to comply with applicable environmental, health and safety requirements could result in fines, penalties, enforcement actions, third-party claims for property damage and personal injury, requirements to clean up property or to pay for the costs of cleanup or regulatory or judicial orders requiring corrective measures, including the installation of pollution control equipment or remedial actions.

Certain laws and regulations, such as the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA” or the “U.S. federal Superfund law”) or its state and foreign equivalents, may impose the obligation to investigate and remediate contamination at a facility on current and former owners or operators or on persons who may have sent waste to that facility for disposal. These laws and regulations may impose liability without regard to fault or to the legality of the activities giving rise to the contamination.

Moreover, we may incur liabilities in connection with environmental conditions currently unknown to us relating to our existing, prior or future owned or leased sites or operations or those of predecessor companies whose liabilities we may have assumed or acquired. We believe that indemnities contained in certain of our acquisition agreements may cover certain environmental conditions existing at the time of the acquisition, subject to certain terms, limitations and conditions. However, if these indemnification provisions terminate or if the indemnifying parties do not fulfill their indemnification obligations, we may be subject to liability with respect to the environmental matters that those indemnification provisions address. In addition, environmental, health and safety laws and regulations applicable to our business and the business of our customers, including laws regulating the energy industry, and the interpretation or enforcement of these laws and regulations, are constantly evolving. It is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation or enforcement, may have on us.

Should environmental laws and regulations, or their interpretation or enforcement, become more stringent, our costs, or the costs of our customers, could increase, which may have a material adverse effect on us.

We may not have adequate insurance for potential liabilities, including liabilities arising from litigation.

In the ordinary course of business, we have and in the future may become the subject of various claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, the products we distribute, employees and other matters, including potential claims by individuals alleging exposure to hazardous materials as a result of the products we distribute or our operations. Some of these claims may relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of the businesses. The products we distribute are sold primarily for use in the energy industry, which is subject to inherent risks that could result in death, personal injury, property damage, pollution, release of hazardous substances or loss of production. In addition, defects in the products we distribute could result in death, personal injury, property damage, pollution, release of hazardous substances or damage to equipment and facilities. Actual or claimed defects in the products we distribute may give rise to claims against us for losses and expose us to claims for damages.

We maintain insurance to cover certain of our potential losses, and we are subject to various self-retentions, deductibles and caps under our insurance. We face the following risks with respect to our insurance coverage:

- we may not be able to continue to obtain insurance on commercially reasonable terms;
- we may incur losses from interruption of our business that exceed our insurance coverage;
- we may be faced with types of liabilities that will not be covered by our insurance;
- our insurance carriers may not be able to meet their obligations under the policies; or
- the dollar amount of any liabilities may exceed our policy limits.

Even a partially uninsured claim, if successful and of significant size, could have a material adverse effect on us. Finally, even in cases where we maintain insurance coverage, our insurers may raise various objections and exceptions to coverage that could make uncertain the timing and amount of any possible insurance recovery.

Due to our position as a distributor, we are subject to personal injury, product liability and environmental claims involving allegedly defective products.

Our customers use certain products we distribute in potentially hazardous applications that can result in personal injury, product liability and environmental claims. A catastrophic occurrence at a location where end users use the products we distribute may result in us being named as a defendant in lawsuits asserting potentially large claims, even though we did not manufacture the products. Applicable law may render us liable for damages without regard to negligence or fault. In particular, certain environmental laws provide for joint and several and strict liability for remediation of spills and releases of hazardous substances. Certain of these risks are reduced by the fact that we are a distributor of products that third-party manufacturers produce, and, thus, in certain circumstances, we may have third-party warranty or other claims against the manufacturer of products alleged to have been defective. However, there is no assurance that these claims could fully protect us or that the manufacturer would be able financially to provide protection. There is no assurance that our insurance coverage will be adequate to cover the underlying claims. Our insurance does not provide coverage for all liabilities (including liability for certain events involving pollution or other environmental claims).

If we lose any of our key personnel, we may be unable to effectively manage our business or continue our growth.

Our future performance depends to a significant degree upon the continued contributions of our management team and our ability to attract, hire, train and retain qualified managerial, sales and marketing personnel. In particular, we rely on our sales and marketing teams to create innovative ways to generate demand for the products we distribute. The loss or unavailability to us of any member of our management team or a key sales or marketing employee could have a material adverse effect on us to the extent we are unable to timely find adequate replacements. We face competition for these professionals from our competitors, our customers and other companies operating in our industry. We may be unsuccessful in attracting, hiring, training and retaining qualified personnel.

Interruptions in the proper functioning of our information systems could disrupt operations and cause increases in costs or decreases in revenues.

The proper functioning of our information systems is critical to the successful operation of our business. We depend on our information management systems to process orders, track credit risk, manage inventory and monitor accounts receivable collections. Our information systems also allow us to efficiently purchase products from our vendors and ship products to our customers on a timely basis, maintain cost-effective operations and provide superior service to our customers. However, our information systems could be vulnerable to natural disasters, power losses, telecommunication failures, security breaches and other problems. If critical information systems fail or are otherwise unavailable, our ability to procure products to sell, process and ship customer orders, identify business opportunities, maintain proper levels of inventories, collect accounts receivable and pay accounts payable and expenses could be adversely affected. Our ability to integrate our systems with our customers' systems would also be significantly affected. If our information systems are damaged or fail to function properly, we may incur substantial costs to repair or replace them, and may experience loss of critical data and interruptions or delays in our ability to manage inventories or process transactions, which could result in lost sales, inability to process purchase orders and/or a potential loss of customer loyalty, which could adversely affect our results of operations. We maintain information systems controls designed to protect against, among other things, unauthorized program changes and unauthorized access to data on our information systems. If our information systems controls do not function properly, we face increased risks of unexpected errors and unreliable financial data or theft of proprietary Company information.

The loss of third-party transportation providers upon whom we depend, or conditions negatively affecting the transportation industry, could increase our costs or cause a disruption in our operations.

We depend upon third-party transportation providers for delivery of products to our customers. Strikes, slowdowns, transportation disruptions or other conditions in the transportation industry, including, but not limited to, shortages of truck drivers, disruptions in rail service, increases in fuel prices and adverse weather conditions, could increase our costs and disrupt our operations and our ability to service our customers on a timely basis. We cannot predict whether or to what extent increases or anticipated increases in fuel prices may impact our costs or cause a disruption in our operations going forward.

Adverse weather events or natural disasters could negatively affect local economies and disrupt operations.

Certain areas in which we operate are susceptible to adverse weather conditions or natural disasters, such as hurricanes, tornadoes, floods and earthquakes. These events can disrupt our operations, result in damage to our properties and negatively affect the local economies in which we operate. Additionally, we may experience communication disruptions with our customers, vendors and employees. These events can cause physical damage to our locations and require us to close locations. Additionally, our sales orders and shipments can experience a temporary decline immediately following these events.

We cannot predict whether or to what extent damage caused by these events will affect our operations or the economies in regions where we operate. These adverse events could result in disruption of our purchasing or distribution capabilities, interruption of our business that exceeds our insurance coverage, our inability to collect from customers and increased operating costs. Our business or results of operations may be adversely affected by these and other negative effects of these events.

We have a substantial amount of goodwill and other intangible assets recorded on our balance sheets. The amortization of acquired intangible assets may reduce our future reported earnings. Furthermore, if our goodwill or other intangible assets become impaired, we may be required to recognize charges that would reduce our income.

As of December 31, 2019, we had \$245 million of goodwill and \$90 million in intangibles, net recorded on our balance sheet. Under generally accepted accounting principles in the U.S. ("GAAP"), goodwill is not amortized, but must be reviewed for possible impairment annually, or more often in certain circumstances where events indicate that the asset values are not recoverable. These reviews could result in an earnings charge for impairment, which would reduce our net income even though there would be no impact on our underlying cash flow.

We face risks associated with conducting business in markets outside of the U.S. and Canada.

We currently conduct business in countries outside of the U.S. and Canada. We could be materially and adversely affected by economic, legal, political and regulatory developments in the countries in which we do business in the future or in which we expand our business, particularly those countries which have historically experienced a high degree of political or economic instability. Examples of risks inherent in conducting business in markets outside of the U.S. and Canada include:

- changes in the political and economic conditions in the countries in which we operate, including civil uprisings and terrorist acts;
- unexpected changes in regulatory requirements;
- changes in tariffs;
- the adoption of foreign or domestic laws limiting exports to or imports from certain foreign countries;
- fluctuations in currency exchange rates and the value of the U.S. dollar;
- restrictions on repatriation of earnings;
- expropriation of property without fair compensation;
- governmental actions that result in the deprivation of contract or proprietary rights; and
- the acceptance of business practices which are not consistent with or are antithetical to prevailing business practices we are accustomed to in North America including export compliance and anti-bribery practices and governmental sanctions.

If we begin doing business in a foreign country in which we do not presently operate, we may also face difficulties in operations and diversion of management time in connection with establishing our business there.

We are subject to U.S. and other anti-corruption laws, trade controls, economic sanctions, and similar laws and regulations, including those in the jurisdictions where we operate. Our failure to comply with these laws and regulations could subject us to civil, criminal and administrative penalties and harm our reputation.

Doing business on a worldwide basis requires us to comply with the laws and regulations of the U.S. government and various foreign jurisdictions. These laws and regulations place restrictions on our operations, trade practices, partners and investment decisions. In particular, our operations are subject to U.S. and foreign anti-corruption and trade control laws and regulations, such as the Foreign Corrupt Practices Act (“FCPA”), export controls and economic sanctions programs, including those administered by the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”). As a result of doing business in foreign countries and with foreign partners, we are exposed to a heightened risk of violating anti-corruption and trade control laws and sanctions regulations.

The FCPA prohibits us from providing anything of value to foreign officials for the purposes of obtaining or retaining business or securing any improper business advantage. It also requires us to keep books and records that accurately and fairly reflect the Company’s transactions. As part of our business, we may deal with state-owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA. In addition, the United Kingdom Bribery Act (the “Bribery Act”) has been enacted and came into effect on July 1, 2011. The provisions of the Bribery Act extend beyond bribery of foreign public officials and also apply to transactions with individuals that a government does not employ. The provisions of the Bribery Act are also more onerous than the FCPA in a number of other respects, including jurisdiction, non-exemption of facilitation payments and penalties. Some of the international locations in which we operate lack a developed legal system and have higher than normal levels of corruption. Our continued expansion outside the U.S., including in developing countries, and our development of new partnerships and joint venture relationships worldwide, could increase the risk of FCPA, OFAC or Bribery Act violations in the future.

Economic sanctions programs restrict our business dealings with certain sanctioned countries, persons and entities. In addition, because we act as a distributor, we face the risk that our customers might further distribute our products to a sanctioned person or entity, or an ultimate end-user in a sanctioned country, which might subject us to an investigation concerning compliance with the OFAC or other sanctions regulations.

Violations of anti-corruption and trade control laws and sanctions regulations are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts and revocations or restrictions of licenses, as well as criminal fines and imprisonment. We have established policies and procedures designed to assist our compliance with applicable U.S. and international anti-corruption and trade control laws and regulations, including the FCPA, the Bribery Act and trade controls and sanctions programs administered by the OFAC, and have trained our employees to comply with these laws and regulations. However, there can be no assurance that all of our employees, consultants, agents or other associated persons will not take actions in violation of our policies and these laws and regulations, and that our policies and procedures will effectively prevent us from violating these regulations in every transaction in which we may engage or provide a defense to any alleged violation. In particular, we may be held liable for the actions that our local, strategic or joint venture partners take inside or outside of the United States, even though our partners may not be subject to these laws. Such a violation, even if our policies prohibit it, could have a material adverse effect on our reputation, business, financial condition and results of operations. In addition, various state and municipal governments, universities and other investors maintain prohibitions or restrictions on investments in companies that do business with sanctioned countries, persons and entities, which could adversely affect the market for our common stock and other securities.

The occurrence of cyber incidents, or a deficiency in our cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information or damage to our Company's image, all of which could negatively impact our financial results.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data or steal confidential information. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. Our four primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our Company's image, financial loss and private data exposure.

We have implemented solutions, processes, and procedures to help mitigate this risk, but these measures, as well as our organization's increased awareness of our risk of a cyber incident, do not guarantee that our financial results will not be negatively impacted by such an incident. Our security measures may be undermined due to the actions of outside parties, employee error, malfeasance, or otherwise, and, as a result, an unauthorized party may obtain access to our data systems and misappropriate business and personal information. Our systems are subject to repeated attempts by third parties to access information or to disrupt our systems. Such disruptions or misappropriations and the resulting repercussions, including reputational damage and legal claims or proceedings, may adversely affect our results of operations, cash flows and financial condition, and the trading price of our common stock.

Privacy concerns relating to our personal and business information being potentially breached could damage our reputation and deter current and potential users or customers from using our products and services.

We have security measures and controls to protect personal and business information and continue to make investments to secure access to our information technology network. These measures may be undermined, however, due to the actions of outside parties, employee error, internal or external malfeasance, or otherwise, and, as a result an unauthorized party may obtain access to our data systems and misappropriate business and personal information. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may not immediately produce signs of intrusion, we may be unable to anticipate these techniques, timely discover or counter them, or implement adequate preventative measures. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation, and potentially have an adverse effect on our business and results of operations.

Compliance with and changes in laws and regulations in the countries in which we operate could have a significant financial impact and effect how and where we conduct our operations.

We have operations in the U.S. and in other countries that can be impacted by expected and unexpected changes in the business and legal environments in the countries in which we operate. Compliance with and changes in laws, regulations, and other legal and business issues could impact our ability to manage our costs and to meet our earnings goals. Compliance related matters could also limit our ability to do business in certain countries. Changes that could have a significant cost to us include new legislation, new regulations, or a differing interpretation of existing laws and regulations, changes in tax law or tax rates, the unfavorable resolution of tax assessments or audits by various taxing authorities, the expansion of currency exchange controls, export controls or additional restrictions on doing business in countries subject to sanctions in which we operate or intend to operate.

Certain of our borrowings based on the London Interbank Offered Rate (“LIBOR”) may be adversely impacted by the scheduled phase out of LIBOR.

The Financial Conduct Authority (FCA), which regulates LIBOR, has announced that it will not compel panel banks to contribute to LIBOR after 2021. It is likely that banks will not continue to provide submissions for the calculation of LIBOR after 2021 and possibly prior to then. Similarly, it is not possible to know whether LIBOR will continue to be viewed as an acceptable market benchmark, what rate or rates may become accepted alternatives to LIBOR, or what the effect of any such changes in views or alternatives may have on the financial markets for LIBOR-linked financial instruments.

Borrowings under our revolving credit facility bear an interest rate at the Company’s option, which includes LIBOR. There may be alternatives to this benchmark, but there are no assurances they will be available to the Company. The usage of interest rates other than LIBOR could result in increased borrowing costs to the Company.

Changes in the United Kingdom's economic and other relationships with the European Union could adversely affect us.

In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum (“Brexit”). In March 2017, the United Kingdom formally notified the European Union of its intention to withdraw. The United Kingdom left the European Union on January 31, 2020. This began a transition period that ends December 31, 2020, during which the United Kingdom and the European Union will negotiate their future relationship. We have operations in both the United Kingdom and the European Union. The ongoing uncertainty and potential re-imposition of border controls and customs duties on trade between the United Kingdom and European Union nations could negatively impact our competitive position, supplier and customer relationships, product and labor availability, currency fluctuations, and financial performance. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which European Laws to replace or replicate. The ultimate effects of Brexit on us will depend on the specific terms of any agreement the United Kingdom and the European Union reach to provide access to each other’s respective markets.

Risks Relating to the Spin-Off

We are subject to continuing contingent liabilities of NOV following the Spin-Off.

There are several significant areas where the liabilities of NOV may become our obligations. For example, under the U.S. Internal Revenue Code and the related rules and regulations, each corporation that was a member of the NOV combined U.S. federal income tax reporting group during any taxable period or portion of any taxable period ending on or before the effective time of the Spin-Off is jointly and severally liable for the U.S. federal income tax liability of the entire NOV combined tax reporting group for that taxable period. In connection with the Spin-Off, we entered into a tax matters agreement with NOV that allocates the responsibility for prior period taxes of the NOV combined tax reporting group between us and NOV. However, if NOV is unable to pay any prior period taxes for which it is responsible, we could be required to pay the entire amount of such taxes.

If the Spin-Off, together with certain related transactions, does not qualify as a transaction that is generally tax-free for U.S. federal income tax purposes, NOV and its stockholders could be subject to significant tax liability and, in certain circumstances, we could be required to indemnify NOV for material taxes pursuant to indemnification obligations under the tax matters agreement.

If the Spin-Off or certain internal restructuring transactions that were undertaken in anticipation of the Spin-Off are determined to be taxable for U.S. federal income tax purposes, then we, NOV and/or our stockholders could be subject to significant tax liability. To the extent that we are required to indemnify NOV (or its subsidiaries or other affiliates) or otherwise bear tax liabilities attributable to the Spin-Off under the tax matters agreement, we may be subject to substantial liabilities that could have a material adverse effect on our company.

Risks Relating to Our Common Stock

The market price of our shares may fluctuate widely.

The market price of our common stock may fluctuate widely, depending upon many factors, some of which may be beyond our control, including:

- our competitors' significant acquisitions or dispositions;
- the failure of our operating results to meet the estimates of securities analysts or the expectations of our stockholders;
- changes in earnings estimates by securities analysts or our ability to meet our earnings guidance;
- the operating and stock price performance of other comparable companies;
- overall market fluctuations and general economic conditions; and
- the other factors described in these "Risk Factors" and elsewhere in this Form 10-K.

Stock markets in general have also experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations could negatively affect the trading price of our common stock.

Your percentage ownership in us may be diluted in the future.

As with any publicly traded company, your percentage ownership in us may be diluted in the future because of equity issuances for acquisitions, capital market transactions or otherwise, including, without limitation, equity awards that we expect will be granted to our directors, officers and employees.

We cannot assure you that we will pay dividends on our common stock.

We do not currently pay dividends on our common stock. We currently intend to retain our future earnings to support the growth and development of our business. The payment of future cash dividends, if any, will be at the discretion of our Board of Directors and will depend upon, among other things, our financial condition, results of operations, capital requirements and development expenditures, future business prospects and any restrictions imposed by future debt instruments.

Certain provisions in our corporate documents and Delaware law may prevent or delay an acquisition of our company, even if that change may be considered beneficial by some of our stockholders.

The existence of some provisions of our certificate of incorporation and bylaws and Delaware law could discourage, delay or prevent a change in control of us that a stockholder may consider favorable. These include provisions:

- providing our Board of Directors with the right to issue preferred stock without stockholder approval;
- prohibiting stockholders from taking action by written consent;
- restricting the ability of our stockholders to call a special meeting;
- providing for a classified Board of Directors;
- providing that the number of directors will be filled by the Board of Directors and vacancies on the Board of Directors, including those resulting from an enlargement of the Board of Directors, will be filled by the Board of Directors;
- requiring cause and an affirmative vote of at least 80 percent of the voting power of the then-outstanding voting stock to remove directors;
- requiring the affirmative vote of at least 80 percent of the voting power of the then-outstanding voting stock to amend certain provisions of our certificate of incorporation and bylaws; and
- establishing advance notice requirements for nominations of candidates for election to our Board of Directors or for stockholder proposals.

In addition, we are subject to Section 203 of the Delaware General Corporation Law (the “DGCL”) which may have an anti-takeover effect with respect to transactions not approved in advance by our Board of Directors, including discouraging takeover attempts that could have resulted in a premium over the market price for shares of our common stock.

We believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make our company immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our Board of Directors determines is not in the best interests of our company and our stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of December 31, 2019, our three reporting segments, the United States, Canada and International, had approximately 165, 50 and 30 locations, respectively. International countries include: Australia, Azerbaijan, Brazil, China, Colombia, Egypt, England, India, Indonesia, Kazakhstan, Kuwait, Mexico, Netherlands, Norway, Oman, Russia, Saudi Arabia, Scotland, Singapore and United Arab Emirates. Our properties are comprised of offices, distribution centers and branches, approximately 85% of which are leased. One owned facility is pledged as collateral under our senior secured revolving credit facility discussed in Note 10 “Debt” of the Notes to Consolidated Financial Statements (Part IV, Item 15 of this Form 10-K); all other owned facilities are not subject to any mortgages.

ITEM 3. LEGAL PROCEEDINGS

We have various claims, lawsuits and administrative proceedings that are pending or threatened, all arising in the ordinary course of business, with respect to commercial, product liability and employee matters. Although no assurance can be given with respect to the outcome of these or any other pending legal and administrative proceedings and the effect such outcomes may have, we believe any ultimate liability resulting from the outcome of such claims, lawsuits or administrative proceedings will not have a material adverse effect on our consolidated financial position, results of operations or cash flows. See Note 12 “Commitments and Contingencies” of the Notes to Consolidated Financial Statements (Part IV, Item 15 of this Form 10-K) for additional information.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Quarterly Common Stock Prices and Cash Dividends Per Share

NOW Inc. common stock is traded on the New York Stock Exchange (“NYSE”) under the ticker symbol “DNOW”.

Our board of directors has not declared any dividends during 2017, 2018 or 2019 and currently has no intention to declare dividends.

As of January 31, 2020, there were 1,893 holders of record of our common stock. Many stockholders choose to own shares through brokerage accounts and other intermediaries rather than as holders of record (excluding individual participants in securities positions listing) so the actual number of stockholders is unknown but likely significantly higher.

The information relating to our equity compensation plans required by Item 5. “Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities” is incorporated by reference to such information as set forth in Item 12. “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” contained herein.

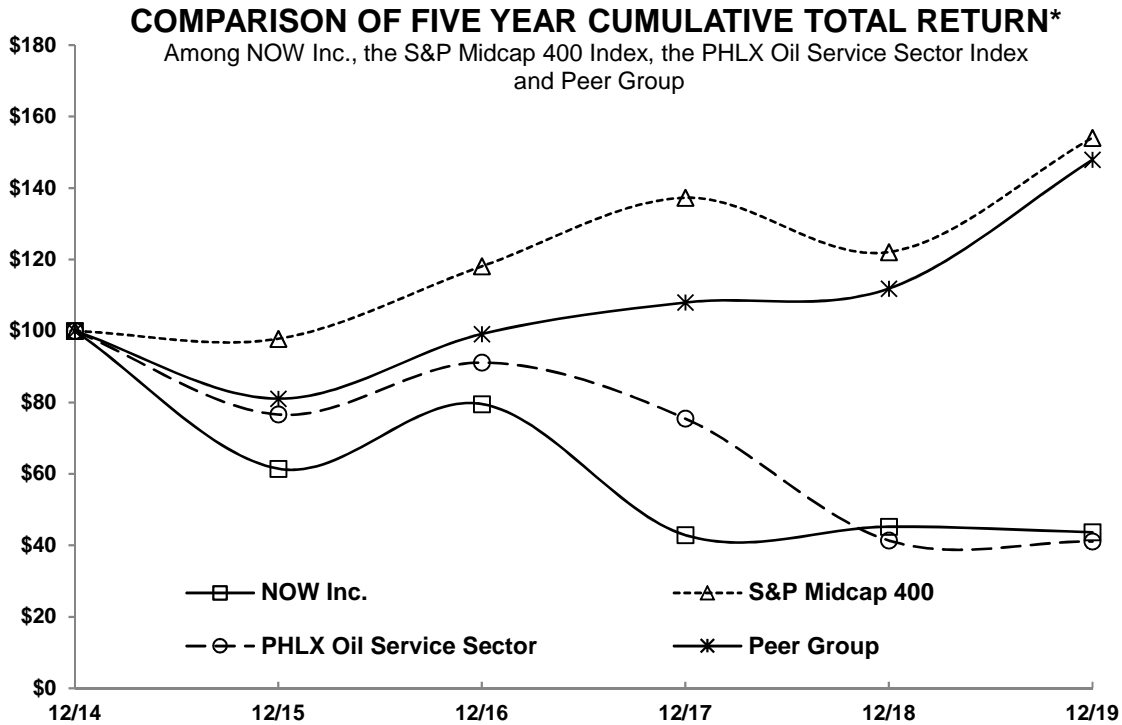
The following table presents a summary of share repurchases made during the three months ended December 31, 2019:

Period	Total number of shares (or units) purchased (a)	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
October 1 - 31	—	\$ —	—	\$ —
November 1 - 30	151,215	11.40	—	—
December 1 - 31	2,306	11.48	—	—
	153,521	\$ 11.40	—	\$ —

- (a) During the three months ended December 31, 2019, 153,521 shares of the Company’s common stock were withheld and retired from the vesting of shares to employees in connection with the settlement of tax withholding obligations arising from vesting in restricted stock grants.

Performance Graph

The graph below compares the cumulative five year total return provided shareholders on NOW Inc.'s common stock relative to the cumulative total returns of the S&P Midcap 400 index, the PHLX Oil Service Sector index and a customized peer group of five companies that includes: DXP Enterprises Inc., Fastenal Co, MRC Global Inc., W.W. Grainger Inc. and Wesco International Inc. As of the year ended December 31, 2019, the Company elected to replace its customized peer group with the PHLX Oil Service Sector index to better reflect the requirements of the business and market environment. After 2019, the customized peer group will no longer be shown. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our common stock, in each index and in the peer group on 12/31/2014 and its relative performance is tracked through 12/31/2019.



*\$100 invested on 12/31/14 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

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	12/14	12/15	12/16	12/17	12/18	12/19
NOW Inc.	\$100	\$ 61	\$ 80	\$ 43	\$ 45	\$ 44
S&P Midcap 400	\$100	\$ 98	\$118	\$137	\$122	\$154
PHLX Oil Service Sector	\$100	\$ 77	\$ 91	\$ 75	\$ 41	\$ 41
Peer Group	\$100	\$ 81	\$ 99	\$108	\$112	\$148

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

This information shall not be deemed to be “soliciting material” or to be “filed” with the Commission or subject to Regulation 14A (17 CFR 240.14a-1-240.14a-104), other than as provided in Item 201(e) of Regulation S-K, or to the liabilities of section 18 of the Exchange Act (15 U.S.C. 78r).

ITEM 6. SELECTED FINANCIAL DATA

Selected Financial Data

The following selected financial data reflect the consolidated operations of NOW Inc. We derived the selected consolidated income statement data and the selected consolidated balance sheet data for the years ended December 31, 2019, 2018, 2017, 2016 and 2015, from the audited consolidated financial statements of NOW Inc. This data should be read in conjunction with “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements, related notes and other financial information included elsewhere in this report. On January 1, 2019, the Company adopted ASC 842 using the modified retrospective method allowed under ASU 2018-11. Prior year amounts reflected in the table below have not been adjusted and continue to be reflected in accordance with the Company’s historical accounting.

	2019	As of and For the Year Ended December 31,				2015
		2018	2017	2016		
		<i>(In millions, except per share amounts)</i>				
Operating data:						
Revenue	\$ 2,951	\$ 3,127	\$ 2,648	\$ 2,107	\$ 3,010	
Impairment charges	\$ 128	\$ —	\$ —	\$ —	\$ 393	
Operating profit (loss)	\$ (83)	\$ 73	\$ (41)	\$ (222)	\$ (510)	
Net income (loss)	\$ (97)	\$ 52	\$ (52)	\$ (234)	\$ (502)	
Earnings (loss) per share amounts:						
Basic	\$ (0.89)	\$ 0.47	\$ (0.48)	\$ (2.18)	\$ (4.68)	
Diluted	\$ (0.89)	\$ 0.47	\$ (0.48)	\$ (2.18)	\$ (4.68)	
Balance sheet data:						
Working capital	\$ 671	\$ 778	\$ 735	\$ 612	\$ 985	
Total assets	\$ 1,591	\$ 1,795	\$ 1,749	\$ 1,603	\$ 1,832	
Long-term debt	\$ —	\$ 132	\$ 162	\$ 65	\$ 108	
Long-term operating lease liabilities	\$ 34	\$ —	\$ —	\$ —	\$ —	
Total stockholders' equity	\$ 1,144	\$ 1,214	\$ 1,185	\$ 1,183	\$ 1,403	

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview of the Separation

On May 1, 2014, the National Oilwell Varco, Inc. Board of Directors approved the Spin-Off of its distribution business into an independent, publicly traded company named NOW Inc. In accordance with a separation and distribution agreement, the two companies were separated by NOV distributing to its stockholders 107,053,031 shares of common stock of the Company after the market closed on May 30, 2014 (the “Spin-Off Date”). Each NOV stockholder received one share of NOW common stock for every four shares of NOV common stock held at the close of business on the record date of May 22, 2014 and not sold prior to close of business on May 30, 2014. Fractional shares of NOW common stock were not distributed and any fractional shares of NOW common stock otherwise issuable to a NOV stockholder were sold in the open market on such stockholder’s behalf, and such stockholder received a cash payment with respect to that fractional share. In conjunction with the Spin-Off, NOV received an opinion from its legal counsel to the effect that, based on certain facts, assumptions, representations and undertakings, for U.S. federal income tax purposes, the distribution of NOW common stock and certain related transactions generally was not taxable to NOV or U.S. holders of NOV common stock, except in respect to cash received in lieu of fractional shares, which generally will be taxable to such holders as a capital gain. Following the Spin-Off, NOW became an independent, publicly traded company as NOV had no ownership interest in NOW. Each company has separate public ownership, boards of directors and management. A Registration Statement on Form 10, as amended, relating to the Spin-Off was filed by the Company with the U.S. Securities and Exchange Commission and was declared effective on May 13, 2014. On June 2, 2014, NOW stock began trading the “regular-way” on the New York Stock Exchange under the ticker symbol “DNOW”.

Basis of Presentation

The accompanying consolidated financial information include the accounts of the Company and its consolidated subsidiaries. All significant intercompany transactions and accounts have been eliminated.

General Overview

We are a global distributor to the oil and gas and industrial markets with a legacy of over 150 years. We operate primarily under the DistributionNOW and DNOW brands. Through our network of approximately 245 locations and approximately 4,400 employees worldwide, we stock and sell a comprehensive offering of energy products as well as a selection of products for industrial applications. Our energy product offering is consumed throughout all sectors of the oil and gas industry – from upstream drilling and completion, exploration and production (“E&P”), midstream infrastructure development to downstream petrochemical and petroleum refining – as well as in other industries, such as chemical processing, mining, utilities and industrial manufacturing operations. The industrial distribution end markets include manufacturing, refineries and engineering and construction firms. We also provide supply chain and materials management solutions to the same markets where we sell products.

Our global product offering includes consumable maintenance, repair and operating (“MRO”) supplies, pipe, valves, fittings, flanges, gaskets, fasteners, electrical, instrumentation, artificial lift, pumping solutions, valve actuation and modular process, measurement and control equipment. We also offer warehouse and inventory management solutions as part of our supply chain and materials management offering. We have developed expertise in providing application systems, work processes, parts integration, optimization solutions and after-sales support.

Our solutions include outsourcing portions or entire functions of our customers’ procurement, inventory and warehouse management, logistics, point of issue technology, project management, business process and performance metrics reporting. These solutions allow us to leverage the infrastructure of our SAP™ Enterprise Resource Planning (“ERP”) system and other technologies to streamline our customers’ purchasing process, from requisition to procurement to payment, by digitally managing workflow, improving approval routing and providing robust reporting functionality.

We support land and offshore operations for all the major oil and gas producing regions around the world through our network of locations. Our key markets, beyond North America, include Latin America, the North Sea, the Middle East, Asia Pacific and the Former Soviet Union (“FSU”). Products sold through our locations support greenfield expansion upstream capital projects, midstream infrastructure and transmission and MRO consumables used in day-to-day production. We provide downstream energy and industrial products for petroleum refining, chemical processing, LNG terminals, power generation utilities and industrial manufacturing operations and customer on-site locations.

We stock or sell more than 300,000 SKUs through our branch network. Our supplier network consists of thousands of vendors in approximately 40 countries. From our operations in over 20 countries, we sell to customers operating in approximately 80 countries. The supplies and equipment stocked by each of our branches is customized to meet varied and changing local customer demands. The breadth and scale of our offering enhances our value proposition to our customers, suppliers and shareholders.

We employ advanced information technologies, including a common ERP platform across most of our business, to provide complete procurement, materials management and logistics coordination to our customers around the globe. Having a common ERP platform allows immediate visibility into our inventory assets, operations and financials worldwide, enhancing decision making and efficiency.

Our revenue and operating results are related to the level of worldwide oil and gas drilling and production activities and the profitability and cash flow of oil and gas companies and drilling contractors, which in turn are affected by current and anticipated prices of oil and gas. Oil and gas prices have been and are likely to continue to be volatile. See Item 1A. “Risk Factors.” We conduct our operations through three business segments: United States, Canada and International. See “Business—Summary of Reportable Segments” for a discussion of each of these business segments.

Unless indicated otherwise, results of operations data are presented in accordance with accounting principles generally accepted in the United States (“GAAP”). In an effort to provide investors with additional information regarding our results as determined by GAAP, we may disclose non-GAAP financial measures. The primary non-GAAP financial measure we focus on is earnings before interest, taxes, depreciation and amortization, excluding other costs (“EBITDA excluding other costs”). This financial measure excludes the impact of certain amounts and is not calculated in accordance with GAAP. See “Non-GAAP Financial Measures and Reconciliations” in Results of Operations for an explanation of our use of non-GAAP financial measures and reconciliations to the corresponding measures calculated in accordance with GAAP.

Operating Environment Overview

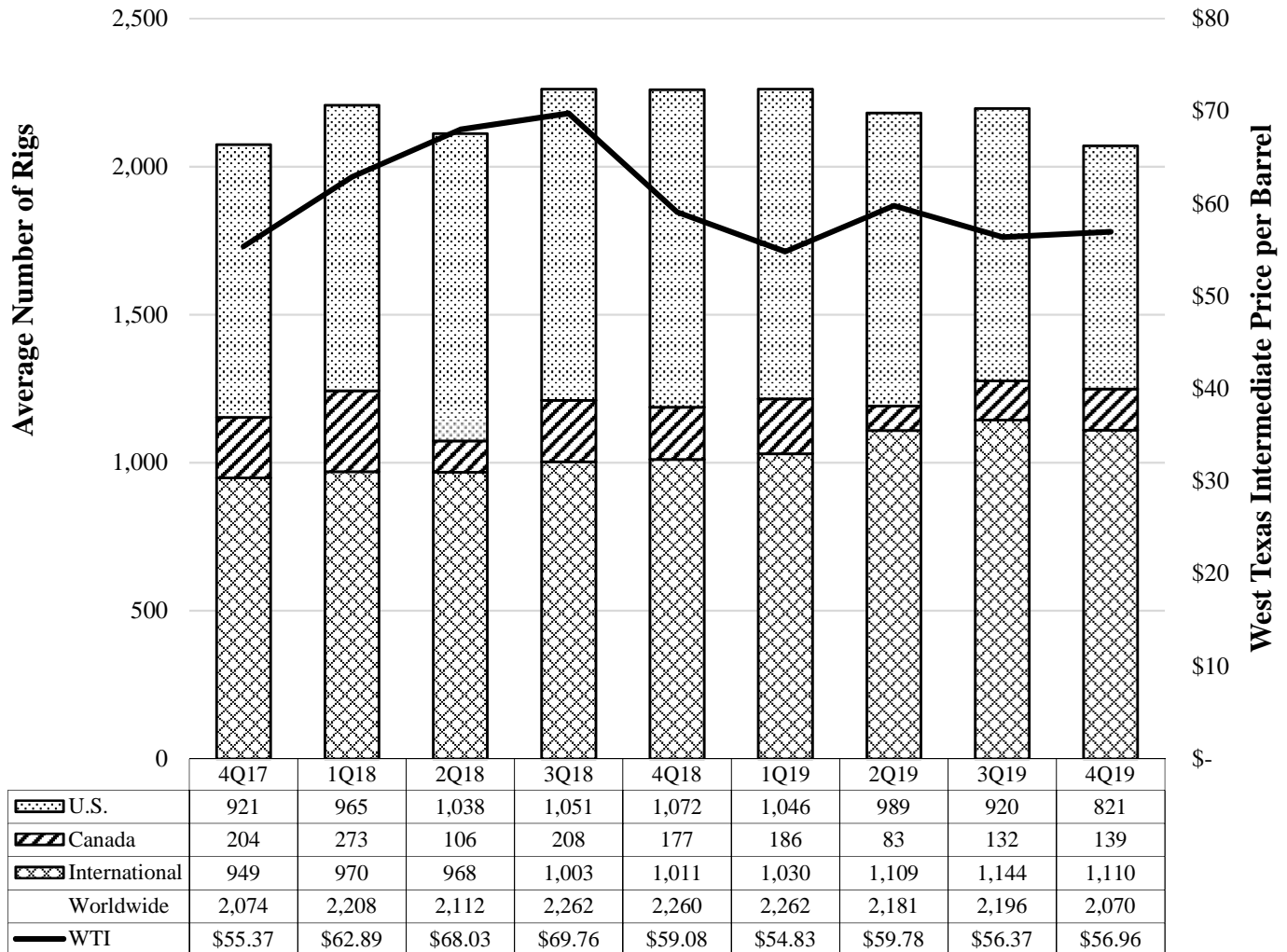
Our results are dependent on, among other things, the level of worldwide oil and gas drilling and completions, well remediation activity, crude and natural gas prices, capital spending by oilfield service companies and drilling contractors, and the worldwide oil and gas inventory levels. Key industry indicators for the past three years include the following:

	2019*	2018*	% 2019 v 2018	2017*	% 2019 v 2017
Active Drilling Rigs:					
U.S.	944	1,032	(8.5%)	875	7.9%
Canada	135	191	(29.3%)	207	(34.8%)
International	1,098	988	11.1%	948	15.8%
Worldwide	2,177	2,211	(1.5%)	2,030	7.2%
West Texas Intermediate Crude Prices (per barrel)	\$ 56.98	\$ 64.94	(12.3%)	\$ 50.88	12.0%
Natural Gas Prices (\$/MMBtu)	\$ 2.57	\$ 3.17	(18.9%)	\$ 2.99	(14.0%)
Hot-Rolled Coil Prices (steel) (\$/short ton)	\$ 620.53	\$ 827.25	(25.0%)	\$ 620.10	0.1%

* Averages for the years indicated. See sources on following page.

The following table details the U.S., Canadian, and international rig activity and West Texas Intermediate (“WTI”) oil prices for the past nine quarters ended December 31, 2019:

Industry Trends Rig Counts and Oil Prices



Sources: Rig count: Baker Hughes, Inc. (www.bakerhughes.com); Effective June 2019, the Baker Hughes International Rig Count now includes the number of active drilling rigs in the country of Ukraine and the historical periods will not be updated; West Texas Intermediate Crude and Natural Gas Prices: Department of Energy, Energy Information Administration (www.eia.doe.gov); Hot-Rolled Coil Prices: SteelBenchmarker™ Hot Roll Coil USA (www.steelbenchmarker.com).

The worldwide average rig count declined 1.5% (from 2,211 to 2,177) and the U.S. declined 8.5% (from 1,032 to 944) in 2019 compared to 2018. The average price of WTI crude declined 12.3% (from \$64.94 per barrel to \$56.98 per barrel) and natural gas prices declined 18.9% (from \$3.17 per MMBtu to \$2.57 per MMBtu) in 2019 compared to 2018. The average price of Hot-Rolled Coil declined 25.0% (from \$827.25 per short ton to \$620.53 per short ton) in 2019 compared to 2018.

U.S. rig count at January 31, 2020 was 790 rigs, down 16.3% compared to the 2019 average of 944 rigs. The price for WTI crude was \$53.09 per barrel at January 27, 2020, down 6.8% from the 2019 average. The price for natural gas was \$1.91 per MMBtu at January 24, 2020, down 25.7% from the 2019 average. The price for Hot-Rolled Coil was \$598.00 per short ton at January 27, 2020, down 3.6% from the 2019 average.

Executive Summary

For the year ended December 31, 2019, the Company generated a net loss of \$97 million, or \$(0.89) per fully diluted share on \$2,951 million in revenue. Net income declined for the year ended December 31, 2019 by \$149 million when compared to the corresponding period of 2018. Revenue decreased for the year ended December 31, 2019 by \$176 million, or 5.6%, when compared to the corresponding period of 2018. For the year ended December 31, 2019, operating loss was \$83 million, or negative 2.8% of revenue, compared to operating profit of \$73 million or 2.3% of revenue for the corresponding period of 2018.

For the fourth quarter ended December 31, 2019, the Company generated a net loss of \$139 million, or \$(1.27) per fully diluted share on \$639 million in revenue. Net income declined for the fourth quarter ended December 31, 2019 by \$155 million when compared to the corresponding period of 2018. Revenue decreased for the fourth quarter ended December 31, 2019 by \$125 million, or 16.4%, when compared to the corresponding period of 2018. For the fourth quarter ended December 31, 2019, operating loss was \$137 million or negative 21.4% of revenue, compared to operating profit of \$22 million or 2.9% of revenue for the corresponding period of 2018.

Outlook

Our outlook for the Company remains tied to global oil and gas drilling and completions activity and oil and gas spending, particularly in North America. Oil prices and U.S. oil storage levels are the primary catalysts determining U.S. rig activity. Although we are seeing production per rig efficiencies achieved, takeaway capacity and midstream infrastructure constraints partially offset those efforts and continue to impact the market.

Looking into 2020, we expect lower levels of activity in North America as drilling and completion activity declines. Recent oil price volatility has created uncertainty around global exploration and production activity, with many customers continually reassessing their budgets as market dynamics warrant.

Our approach continues to be to advance our strategic goals and manage the Company based on market conditions. We will continue to optimize our operations, scaling to the market activity as appropriate. We believe that our management history, paired with our resources and low capital expenditure requirements, enable us to maximize new opportunities.

Results of Operations

Consolidated Results

Years Ended December 31, 2019 and December 31, 2018

A summary of the Company's revenue and operating profit (loss) by segment in 2019 and 2018 follows (*in millions*):

	Year Ended December 31,		Variance
	2019	2018	\$
Revenue:			
United States	\$ 2,240	\$ 2,371	\$ (131)
Canada	319	358	(39)
International	392	398	(6)
Total revenue	\$ 2,951	\$ 3,127	\$ (176)
Operating profit (loss):			
United States	\$ (6)	\$ 57	\$ (63)
Canada	(19)	14	(33)
International	(58)	2	(60)
Total operating profit (loss)	\$ (83)	\$ 73	\$ (156)
Operating profit (loss) % of revenue:			
United States	(0.3%)	2.4%	
Canada	(6.0%)	3.9%	
International	(14.8%)	0.5%	
Total operating profit (loss) %	(2.8%)	2.3%	

United States

Revenue was \$2,240 million for the year ended December 31, 2019, a decline of \$131 million or 5.5% compared to the year ended December 31, 2018. The decrease in the period was primarily driven by the decline in U.S. drilling and completions activity.

Operating loss was \$6 million for the year ended December 31, 2019, a decline of \$63 million compared to operating profit of \$57 million for the year ended December 31, 2018. Operating loss percentage of revenue was negative 0.3% for the year ended December 31, 2019, compared to operating profit percentage of revenue of 2.4% for the year ended December 31, 2018. The decline in U.S. operating profit in 2019 was primarily driven by impairment charges of \$34 million and \$9 million, related to abandonment of certain acquired trade names and assets held-for-sale, respectively, coupled with the decline in revenue discussed above, partially offset by a reduction in operating expenses.

Canada

Revenue was \$319 million for the year ended December 31, 2019, a decline of \$39 million or 10.9% compared to the year ended December 31, 2018. The decrease in the period was primarily driven by a decline in Canadian rig count, coupled with unfavorable foreign exchange rate impacts.

Our Canadian revenue remained at approximately 11% of total revenue in 2019, consistent with 2018. We are subject to fluctuations in foreign currency exchange rates relative to the U.S. dollar. Our Canadian revenue is favorably impacted as the U.S. dollar weakens relative to the Canadian dollar, and unfavorably impacted as the U.S. dollar strengthens relative to the Canadian dollar. In 2019, our revenue from Canada was unfavorably impacted by \$8 million due to changes in foreign currency exchange rates over the prior year.

Operating loss was \$19 million for the year ended December 31, 2019, a decline of \$33 million compared to operating profit of \$14 million for the year ended December 31, 2018. Operating loss percentage of revenue was negative 6.0% in 2019 compared to operating profit percentage of revenue of 3.9% in 2018. Operating profit declined in 2019 primarily due to a \$27 million goodwill impairment charge in the fourth quarter of the year, coupled with the decline in revenue discussed above, partially offset by a reduction in operating expenses.

International

Revenue was \$392 million for the year ended December 31, 2019, a decline of \$6 million or 1.5% compared to the year ended December 31, 2018. The decrease was driven by an unfavorable foreign exchange rate impact.

Our international revenue remained at approximately 13% of total revenue in 2019, consistent with 2018. We are subject to fluctuations in foreign currency exchange rates relative to the U.S. dollar. Our international revenue is favorably impacted as the U.S. dollar weakens relative to other foreign currencies, and unfavorably impacted as the U.S. dollar strengthens relative to other foreign currencies. Our international segment revenue was unfavorably impacted by approximately \$12 million due to changes in foreign currency exchange rates over the prior year.

Operating loss was \$58 million for the year ended December 31, 2019, a decline of \$60 million compared to operating profit of \$2 million for the year ended December 31, 2018. Operating loss percentage of revenue was negative 14.8% for the year ended December 31, 2019, compared to operating profit percentage of revenue of 0.5% for the year ended December 31, 2018. The decline in International operating profit in 2019 was primarily driven by impairment charges of \$54 million and \$4 million, related to goodwill and abandonment of certain acquired trade names, respectively, in the fourth quarter of the year.

Cost of products

Cost of products was \$2,365 million for the year ended December 31, 2019 compared to \$2,497 million for the year ended December 31, 2018, a decrease of \$132 million. The decrease was primarily due to lower revenue in the period. Cost of products includes the cost of inventory sold and related items, such as vendor consideration, inventory allowances, amortization of intangibles and inbound and outbound freight.

Warehousing, selling and administrative expenses

Warehousing, selling and administrative expenses were \$541 million for the year ended December 31, 2019 compared to \$557 million for the year ended December 31, 2018. The decrease of \$16 million was primarily due to reduced bad debt charges and improved operating efficiencies. Warehousing, selling and administrative expenses include branch location, distribution center and regional expenses (including costs such as compensation, benefits and rent) as well as corporate general selling and administrative expenses.

Impairment charges

Impairment charges were \$128 million for the year ended December 31, 2019 compared to nil for the year ended December 31, 2018. The Company recognized \$81 million of goodwill impairment, \$38 million related to abandonment of certain acquired trade names and \$9 million related to the impairment of assets held-for-sale.

Other expense

Other expense was \$10 million for the year ended December 31, 2019 compared to \$15 million for the year ended December 31, 2018. These charges were mainly attributable to interest and bank charges associated with utilizing the credit facility and foreign currency exchange rate fluctuations.

Provision for income taxes

The effective tax rate for the years ended December 31, 2019 and December 31, 2018 was (4.4)% and 10.7%, respectively. The effective tax rate is affected by recurring items, such as differing tax rates on income earned in foreign jurisdictions, nondeductible expenses and state income taxes. In addition, the effective tax rate for both years was impacted by changes in the valuation allowance in the U.S., Canada and other foreign jurisdictions. For the year ended December 31, 2019, the effective tax rate was impacted by nondeductible goodwill impairment and recognition of deferred taxes related to outside basis differences in subsidiaries classified as held-for-sale. For the year ended December 31, 2018, the effective tax rate was impacted by the Tax Cuts and Jobs Act of 2017 ("TCJA").

Consolidated Results

Years Ended December 31, 2018 and December 31, 2017

For discussion related to the results of operations and changes in financial condition for the year ended December 31, 2018 compared to year end December 31, 2017 refer to Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2018 Form 10-K, which was filed with the United States Securities and Exchange Commission on February 14, 2019.

Non-GAAP Financial Measures and Reconciliations

In an effort to provide investors with additional information regarding our results of operations as determined by GAAP, we disclose non-GAAP financial measures. The primary non-GAAP financial measure we disclose is earnings before interest, taxes, depreciation and amortization, excluding other costs (“EBITDA excluding other costs”). This financial measure excludes the impact of certain amounts and is not calculated in accordance with GAAP. A reconciliation of this non-GAAP financial measure, to its most comparable GAAP financial measure, is included below.

We use EBITDA excluding other costs internally to evaluate and manage the Company’s operations because we believe it provides useful supplemental information regarding the Company’s ongoing economic performance. We have chosen to provide this information to investors to enable them to perform more meaningful comparisons of operating results.

The following table sets forth the reconciliations of EBITDA excluding other costs to the most comparable GAAP financial measures (in millions):

	Year Ended December 31,		
	2019	2018	2017
GAAP net income (loss) ⁽¹⁾	\$ (97)	\$ 52	\$ (52)
Interest, net	4	8	6
Income tax provision (benefit)	4	6	—
Depreciation and amortization	41	41	50
Other costs ⁽²⁾	135	2	3
EBITDA excluding other costs	<u>\$ 87</u>	<u>\$ 109</u>	<u>\$ 7</u>
EBITDA % excluding other costs ⁽³⁾	2.9%	3.5%	0.3%

- (1) We believe that net income (loss) is the financial measure calculated and presented in accordance with GAAP that is most directly comparable to EBITDA excluding other costs. EBITDA excluding other costs measures the Company’s operating performance without regard to certain expenses. EBITDA excluding other costs is not a presentation made in accordance with GAAP and the Company’s computation of EBITDA excluding other costs may vary from others in the industry. EBITDA excluding other costs has important limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of the Company’s results as reported under GAAP.
- (2) Other costs for 2019 included \$128 million of impairment charges and \$7 million in severance expenses and transaction costs, approximately half of which are related to the CEO departure, which are included in operating loss.
- (3) EBITDA % excluding other costs is defined as EBITDA excluding other costs divided by Revenue.

Liquidity and Capital Resources

We assess liquidity in terms of our ability to generate cash to fund operating, investing and financing activities. We expect resources to be available to reinvest in existing businesses, strategic acquisitions and capital expenditures to meet short and long-term objectives. We believe that cash on hand, cash generated from expected results of operations and amounts available under our revolving credit facility will be sufficient to fund operations, anticipated working capital needs and other cash requirements, including capital expenditures.

At December 31, 2019 and 2018, we had cash and cash equivalents of \$183 million and \$116 million, respectively. As of December 31, 2019, \$85 million of our cash and cash equivalents was maintained in the accounts of our various foreign subsidiaries. With the exception of the Company's pre-2018 earnings in Canada and the United Kingdom, the Company's foreign earnings continue to be indefinitely reinvested. The Company makes a determination each period concerning its intent and ability to indefinitely reinvest the cash held by its foreign subsidiaries. Future changes to our indefinite reinvestment assertion could result in additional U.S. federal and state taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable in various foreign jurisdictions, where applicable.

As of December 31, 2019, we had no borrowings against our revolving credit facility, and had \$413 million in availability (as defined in the Credit Agreement) resulting in the excess availability (as defined in the Credit Agreement) of 98%, subject to certain restrictions. Borrowings that result in the excess availability dropping below the greater of 12.5% of the borrowing base or \$60 million are conditioned upon compliance with or waiver of a minimum fixed charge ratio (as defined in the Credit Agreement). The credit facility contains usual and customary affirmative and negative covenants for credit facilities of this type including financial covenants. As of December 31, 2019, we were in compliance with all covenants. We continuously monitor compliance with debt covenants. A default, if not waived or amended, may prevent us from taking certain actions, such as incurring additional debt.

The following table summarizes our net cash provided by (used in) operating activities, net cash provided by (used in) investing activities and net cash provided by (used in) financing activities for the periods presented (*in millions*):

	Year Ended December 31,		
	2019	2018	2017
Net cash provided by (used in) operating activities	\$ 224	\$ 73	\$ (115)
Net cash provided by (used in) investing activities	(22)	(9)	8
Net cash provided by (used in) financing activities	(138)	(37)	94

Fiscal year 2019 compared to fiscal year 2018

Net cash flows provided by operating activities in 2019 were \$224 million, up from \$73 million in 2018. Net loss was \$97 million in 2019 compared to net income of \$52 million in 2018. Adjustments to reconcile net income (loss) to net cash provided by operating activities was \$223 million in 2019 compared to \$67 million in 2018. The increase in reconciling adjustments was driven by \$128 million in impairment charges in 2019 that did not occur in 2018. Net changes in operating assets and liabilities, net of acquisitions, generated cash of \$98 million in 2019, driven by reductions in receivables and inventories of \$98 million and \$109 million, respectively, offset by a decline in accounts payable and accrued liabilities of \$110 million, compared to a use of cash of \$46 million in 2018.

Net cash used in investing activities in 2019 was \$22 million compared to \$9 million in 2018. The increase in cash used in 2019 versus 2018 was primarily driven by \$8 million in business acquisitions and a \$1 million increase in purchases of property, plant and equipment compared to 2018.

Net cash used in financing activities for 2019 was \$138 million compared to \$37 million in 2018, driven by net repayments under the revolving credit facility.

Effect of the change in exchange rates

The effect of the change in exchange rates on cash flows was an increase of \$3 million and a decrease of \$9 million for the years ended December 31, 2019 and 2018, respectively.

Capital Spending

We intend to pursue additional acquisition candidates, but the timing, size or success of any acquisition effort and the related potential capital commitments cannot be predicted. We continue to expect to fund future cash acquisitions primarily with cash flow from operations and the usage of the available portion of the revolving credit facility. We expect capital expenditures for fiscal year 2020 to be approximately \$10 million, primarily related to purchases of property, plant and equipment.

Off-Balance Sheet Arrangements

We are often party to certain transactions that require off-balance sheet arrangements such as standby letters of credit and performance bonds and guarantees that are not reflected in our consolidated balance sheets. These arrangements are made in our normal course of business and they are not reasonably likely to have a current or future material adverse effect on our financial condition, results of operations, liquidity or cash flows.

Contractual Obligations

The following table summarizes our aggregate contractual fixed and variable obligations as of December 31, 2019 (*in millions*):

	Total	Less Than 1 Year	Payment Due by Period		
			1-3 Years	3-5 Years	After 5 Years
Contractual obligations:					
Operating leases	\$ 60	\$ 24	\$ 27	\$ 8	\$ 1
Financing leases	19	7	9	1	2
Total contractual obligations	<u>\$ 79</u>	<u>\$ 31</u>	<u>\$ 36</u>	<u>\$ 9</u>	<u>\$ 3</u>

Critical Accounting Policies and Estimates

In preparing the financial statements, the Company makes assumptions, estimates and judgments that affect the amounts reported. The Company periodically evaluates its estimates and judgments that are most critical in nature, which are related to allowance for doubtful accounts, inventory reserves, goodwill, purchase price allocation of acquisitions, vendor consideration, stock-based compensation and income taxes. Its estimates are based on historical experience and on its future expectations that the Company believes are reasonable. The combination of these factors forms the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results are likely to differ from our current estimates and those differences may be material.

Allowance for Doubtful Accounts

The Company grants credit to its customers, which operate primarily in the energy, industrial and manufacturing markets. Concentrations of credit risk are limited because the Company has a large number of geographically diverse customers, thus spreading trade credit risk. The Company controls credit risk through credit evaluations, credit limits and monitoring procedures. The Company performs periodic credit evaluations of its customers' financial condition and generally do not require collateral, but may require letters of credit for certain international sales. Credit losses are provided for in the financial statements and changes in estimates can be material. Allowances for doubtful accounts are determined based on a continuous process of assessing the Company's portfolio on an individual customer basis taking into account current market conditions and trends. This process consists of a thorough review of historical collection experience, current aging status of the customer accounts and financial condition of the Company's customers. Based on a review of these factors, the Company will establish or adjust allowances for specific customers. At December 31, 2019 and 2018, allowance for doubtful accounts totaled \$16 million and \$27 million, or 4.1% and 5.3% of gross accounts receivable, respectively.

Inventory Reserves

Inventories consist primarily of oilfield and industrial finished goods. Inventories are stated at the lower of cost or net realizable value and using average cost methods. Allowances for excess and obsolete inventories are determined based on the Company's historical usage of inventory on hand as well as its future expectations. The Company's estimated carrying value of inventory therefore depends upon demand driven by oil and gas spending activity, which depends in turn upon oil, gas and steel prices, the general outlook for economic growth worldwide, available financing for the Company's customers, political stability in major oil and gas producing areas and the potential obsolescence of various inventory items the Company stocks, among other factors. At December 31, 2019 and 2018, inventory reserves totaled \$26 million and \$28 million, or 5.3% and 4.4% of gross inventory, respectively. Changes in our estimates can be material under different market conditions.

Goodwill

The Company has \$245 million of goodwill as of December 31, 2019. Generally accepted accounting principles require the Company to test goodwill for impairment at least annually or more frequently whenever events or circumstances occur indicating that it might be impaired. The Company conducts goodwill impairment testing annually in the fourth quarter of each fiscal year, and more frequently on an interim basis, when an event occurs or changes in circumstances indicate that the fair value of a reporting unit may have declined below its carrying value. Events or circumstances which could indicate a probable impairment include, but are not limited to, a significant reduction in worldwide oil and gas prices or drilling; a significant reduction in profitability or cash flow of oil and gas companies or drilling contractors; a significant reduction in worldwide well completion and remediation activity; a significant reduction in capital investment by other oilfield service companies; or a significant increase in worldwide inventories of oil or gas. Impairment of goodwill is tested at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the estimated fair value of the reporting unit. If the carrying amount of the reporting unit exceeds its fair value, goodwill impairment is recorded based on that difference up to the total amount of goodwill for that reporting unit.

For purposes of testing goodwill, the Company has five reporting units; U.S. Energy, U.S. Supply Chain, U.S. Process Solutions, Canada and International. When performing goodwill impairment testing, the fair values of reporting units are determined based on valuation techniques using the best available information, primarily discounted cash flow projections and market valuation multiples, where applicable. The discounted cash flow is based on management's short-term and long-term forecast of operating performance for each reporting unit. The two main assumptions used in measuring goodwill impairment, which bear the risk of change and could impact the Company's goodwill impairment analysis, include the cash flow from operations from each of the Company's individual business units and the discount rate. The starting point for the reporting unit's projected cash flow from operations is the detailed annual plan or updated forecast. The detailed planning and forecasting process takes into consideration a multitude of factors including worldwide rig activity, inflationary forces, pricing strategies, customer analysis, operational issues, competitor analysis, capital spending requirements, working capital requirements and customer needs among other items which impact the individual

reporting unit projections. Cash flows beyond the specific operating plans were estimated using a terminal value calculation, which incorporated historical and forecasted financial cyclical trends for each reporting unit and also consider long-term earnings growth rates. The financial and credit market volatility impacts the fair value measurement by adjusting the discount rate. During times of volatility, significant judgment must be applied to determine whether credit changes are a short-term or long-term trend. The Company makes significant assumptions and estimates, which utilize level 3 measures, about the extent and timing of future cash flows, growth rates and discount rates that represent unobservable inputs into valuation methodologies. In evaluating the reasonableness of the Company's fair value estimates, the Company considers, among other factors, the relationship between the market capitalization of the Company and the estimated fair value of its reporting units.

The Company performed its annual goodwill impairment test during the fourth quarter of 2019 and determined the fair values of the Canada and International reporting units were below their carrying values. As a result, the Company recognized \$54 million and \$27 million of goodwill impairment for the International and Canada reporting units, respectively, which was included in impairment charges in the consolidated statements of operations. The impairment charges were primarily the result of actual declines in customer and rig activity and downward revisions to forecasted rig and customer spend activity occurring in the fourth quarter of 2019, which we incorporated into our outlook and forecasted results of operations. The impact of the prolonged activity curtailment in Canada and other market condition deteriorations have reduced our near-term outlook and timing of an expected recovery. Further continued adverse market conditions could result in the recognition of additional impairment if the Company determines that the fair values of its reporting units have fallen below their carrying values. No tax benefit was reported on the Company's goodwill impairment for the year-ended December 31, 2019, as the goodwill impairment was either nondeductible for tax purposes or was subject to a valuation allowance. A hypothetical 100 basis point increase in the discount rate would increase the impairment charges of the International and Canada reporting units by approximately \$15 million and \$17 million, respectively. A hypothetical 100 basis point decrease in the discount rate would decrease the impairment charges in the International and Canada reporting units by approximately \$20 million and \$23 million, respectively. The U.S. Process Solutions reporting unit passed with no impairment indicators and the excess of the estimated fair value over carrying value (expressed as a percentage of carrying value) was more than 15%.

Purchase Price Allocation of Acquisitions

The Company allocates the fair value of the purchase price consideration of an acquired business to its identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the fair value of the acquired assets and liabilities, if any, is recorded as goodwill. The Company uses all available information to estimate fair values including quoted market prices, the carrying value of acquired assets, and widely accepted valuation techniques such as discounted cash flows. The Company engages third-party appraisal firms to assist in fair value determination of inventories, identifiable intangible assets and any other significant assets or liabilities when appropriate. The judgments made in determining the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, could materially impact the Company's results of operations.

Vendor Consideration

The Company receives funds from vendors in the normal course of business, principally as a result of purchase volumes. Generally, these vendor funds do not represent the reimbursement of specific, incremental and identifiable costs incurred by the Company to sell the vendor's product. Therefore, the Company treats these funds as a reduction of inventory when purchased and once these goods are sold to third parties the associated amount is credited to cost of sales. The Company develops accrual rates for vendor consideration based on the provisions of the arrangements in place, historical trends, purchases and future expectations. Due to the complexity and diversity of the individual vendor agreements, the Company performs analyses and reviews historical trends throughout the year and confirms actual amounts with select vendors to ensure the amounts earned are appropriately recorded. Amounts accrued throughout the year could be impacted if actual purchase volumes differ from projected annual purchase volumes, especially in the case of programs that provide for increased funding when graduated purchase volumes are met.

Stock-Based Compensation

Compensation expense for the Company's stock-based compensation plans is measured using the fair value method required by ASC Topic 718 "Compensation—Stock Compensation". Under this guidance the fair value of the award is measured on the grant date and amortized to expense using the straight-line method over the shorter of the vesting period or the remaining requisite service period. Forfeitures are recognized as they occur.

Income Taxes

The Company is a U.S. registered company and is subject to income taxes in the U.S. The Company operates through various subsidiaries in a number of countries throughout the world. Income taxes are based upon the tax laws and rates of the countries in which the Company operates and income is earned.

The Company's annual tax provision is based on taxable income, statutory rates, and the interpretation of the tax laws in the various jurisdictions in which the Company operates. It requires significant judgment and the use of estimates and assumptions regarding significant future events such as the amount, timing and character of income, deductions and tax credits. Changes in tax laws, regulations and treaties, foreign currency exchange restrictions or the Company's level of operations or profitability in each jurisdiction could impact the tax liability in any given year. The Company also operates in many jurisdictions where the tax laws relating to the pricing of transactions between related parties are open to interpretation, which could potentially result in aggressive tax authorities asserting additional tax liabilities with no offsetting tax recovery in other countries.

The Company determined the provision for income taxes under the asset and liability approach, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future. The Company recognizes deferred tax assets to the extent that the Company believes these assets are more-likely-than-not to be realized. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes. In evaluating the Company's ability to recover deferred tax assets within the jurisdiction from which they arise, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies and results of operations. In projecting future taxable income, the Company begins with historical results adjusted for the results of discontinued operations and incorporates assumptions about the amount of future state, federal and foreign pretax operating income adjusted for items that do not have tax consequences. The assumptions about future taxable income require significant judgment and are consistent with the plans and estimates the Company is using to manage the underlying businesses.

The Company remains in a three-year cumulative loss position at the end of 2019. As a result, management believes that it is not more-likely-than-not that the Company would be able to realize the benefits of its deferred tax assets in the U.S., Canada and other foreign jurisdictions and accordingly recognized a valuation allowance for the year ended December 31, 2019. The change during the year in the valuation allowance was \$5 million in the U.S., \$1 million in Canada, and \$3 million in other foreign jurisdictions.

The Company records unrecognized tax benefits as liabilities in accordance with ASC 740 and adjusts these liabilities when judgment changes as a result of the evaluation of new information not previously available in jurisdictions of operation. The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) the Company determines whether it is more-likely-than-not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. The annual tax provision includes the impact of income tax provisions and benefits for changes to liabilities that the Company considers appropriate, as well as related interest.

The Company is subject to audits by federal, state and foreign jurisdictions which may result in proposed assessments. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the current estimate of the unrecognized tax benefit liabilities. The Company reviews these liabilities quarterly and to the extent audits or other events result in an adjustment to the liability accrued for a prior year, the effect will be recognized in the period of the event.

As of December 31, 2019, the amount of undistributed earnings of foreign subsidiaries was approximately \$81 million. With the exception of the Company's pre-2018 earnings in Canada and the United Kingdom, the Company's foreign earnings continue to be indefinitely reinvested. The Company makes a determination each period whether to permanently reinvest these earnings. If, as a result of these reassessments, the Company distributes these earnings in the future, additional tax liabilities would result, offset by any available foreign tax credits.

Recently Issued Accounting Standards

In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-13, Measurement of Credit Losses on Financial Instruments (Topic 326), which replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to determine credit loss estimates. ASU 2016-13 requires entities to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. Entities will now use forward-looking information to better form their credit loss estimates. The Company will adopt ASC Topic 326 on January 1, 2020. The predominant account subject to the scope of this standard is trade receivables, which are recorded and carried at the original invoice amount less an allowance for doubtful accounts (“AFDA”). Upon adoption, the Company will begin recognizing AFDA based on the estimated lifetime expected credit loss related to trade receivables; based on its current assessment, which is subject to change, the Company estimates an increase of less than \$10 million to its AFDA and the opening accumulated deficit in the consolidated balance sheets. The Company does not expect the adoption of this standard to have material impact in its consolidated statements of operations and cash flows.

In August 2018, the FASB issued ASU 2018-13, Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820), which modified the disclosure requirements on fair value measurements. ASU 2018-13 is effective for annual and interim periods in fiscal years beginning after December 15, 2019, with early adoption permitted for removed or modified disclosures. The Company is currently assessing the impact of ASU 2018-13 in its consolidated financial statements.

Recently Adopted Accounting Standards

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842), which requires lessees to recognize a lease liability and a right-of-use (“ROU”) asset for all leases, including operating leases, with a term greater than twelve months in its balance sheets. In July 2018, the FASB issued ASU 2018-11, Targeted Improvements, which provided entities with an additional (and optional) transition method, allowing an entity to apply the new lease standard at the adoption date and to recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. On January 1, 2019, the Company adopted ASC 842 using the modified retrospective method allowed under ASU 2018-11. The Company has utilized the package of practical expedients permitted under the transition guidance within ASC 842 which, among other things, allows an entity to carry forward its historical lease classifications. The adoption of ASC 842 resulted in the recognition of \$66 million of ROU assets, net of \$1 million deferred rent, and \$67 million of lease liabilities related to leases that were previously not required to be presented in the consolidated balance sheets. See Note 11 “Leases” of the Notes to Consolidated Financial Statements (Part IV, Item 15 of this Form 10-K) for additional information.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks that are inherent in our financial instruments and arise from changes in interest rates and foreign currency exchange rates. We may enter into derivative financial instrument transactions to manage or reduce market risk but do not enter into derivative financial instrument transactions for speculative purposes. We do not currently have any material outstanding derivative instruments. See Note 13 “Derivative Financial Instruments” of the Notes to Consolidated Financial Statements (Part IV, Item 15 of this Form 10-K) for additional information.

A discussion of our primary market risk exposure in financial instruments is presented below.

Foreign Currency Exchange Rate Risk

We have operations in foreign countries and transact business globally in multiple currencies. Our net assets as well as our revenues and costs and expenses denominated in foreign currencies, expose us to the risk of fluctuations in foreign currency exchange rates against the U.S. dollar. Because we operate globally and approximately one-fourth of our 2019 net sales were outside the United States, foreign currency exchange rates can impact our financial position, results of operations and competitive position. We are a net receiver of foreign currencies and therefore benefit from a weakening of the U.S. dollar and are adversely affected by a strengthening of the U.S. dollar relative to the foreign currency. As of December 31, 2019, our most significant foreign currency exposure was to the Canadian dollar, followed by the British pound, with less significant foreign currency exposures to the Australian dollar and Mexican peso.

The financial statements of foreign subsidiaries are translated into their U.S. dollar equivalents at end-of-period exchange rates for assets and liabilities, while revenue, costs and expenses are translated at average monthly exchange rates. Translation gains and losses are components of other comprehensive income (loss) as reported in the consolidated statements of comprehensive income (loss). During 2019, we experienced a net foreign currency translation gain totaling \$15 million, which was included in other comprehensive income (loss).

Foreign currency exchange rate fluctuations generally do not materially affect our earnings since the functional currency is typically the local currency; however, our operations also have net assets not denominated in their functional currency, which exposes us to changes in foreign currency exchange rates that impact our net income as foreign currency transaction gains and losses. Foreign currency transaction gains and losses, arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency, are recognized in the consolidated statements of operations as a component of other expense. For the years ended December 31, 2019, 2018 and 2017, we reported net foreign currency transaction losses of \$1 million, \$2 million and \$2 million, respectively. Gains and losses are primarily due to exchange rate fluctuations related to monetary asset balances denominated in currencies other than the functional currency and fair value adjustments to economically hedged positions as a result of changes in foreign currency exchange rates.

Some of our revenues for our foreign operations are denominated in U.S. dollars, and therefore, changes in foreign currency exchange rates impact earnings to the extent that costs associated with those U.S. dollar revenues are denominated in the local currency. Similarly, some of our revenues for our foreign operations are denominated in foreign currencies, but have associated U.S. dollar costs, which also give rise to foreign currency exchange rate exposure. In order to mitigate those risks, we may utilize foreign currency forward contracts to better match the currency of the revenues and the associated costs. Although we may utilize foreign currency forward contracts to economically hedge certain foreign currency denominated balances or transactions, we do not currently hedge the net investments in our foreign operations. The counterparties to our forward contracts are major financial institutions. The credit ratings and concentration of risk of these financial institutions are monitored by us on a continuing basis. In the event that the counterparties fail to meet the terms of a foreign currency contract, our exposure is limited to the foreign currency rate differential.

The average foreign exchange rate for 2019 compared to the average for 2018 for the aggregate of our foreign operations compared to the U.S. dollar decreased by approximately 3%. The average foreign exchange rate for 2019 compared to the average for 2018 of the Australian dollar, British pound, Canadian dollar and Mexican peso compared to the U.S. dollar decreased by approximately 7%, 4%, 2% and less than 1%, respectively.

We utilized a sensitivity analysis to measure the potential impact on earnings based on a hypothetical 10% change in foreign currency rates. A 10% change from the levels experienced during 2019 of the U.S. dollar relative to foreign currencies that affected the Company would have resulted in less than \$1 million change in net income for 2019.

Commodity Steel Pricing

Our business is sensitive to steel prices, which can impact our product pricing, with steel tubular prices generally having the highest degree of sensitivity. While we cannot predict steel prices, we manage this risk by managing our inventory levels, including maintaining sufficient quantity on hand to meet demand, while reducing the risk of overstocking.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Attached hereto and a part of this report are financial statements and supplementary data listed in Item 15. “Exhibits, Financial Statement Schedules.”

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act of 1934), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. As of December 31, 2019, with the participation of management, our Interim Chief Executive Officer and our Senior Vice President and Chief Financial Officer carried out an evaluation, pursuant to Rule 13a-15(b) of the Exchange Act of 1934, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act of 1934). Based upon that evaluation, our Interim Chief Executive Officer and our Senior Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were operating effectively as of December 31, 2019.

Management’s Annual Report on Internal Control Over Financial Reporting

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 and as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, management is required to provide the following report on our internal control over financial reporting:

- Management is responsible for establishing and maintaining adequate internal control over financial reporting.
- Management has evaluated the system of internal control using the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework (“COSO 2013 framework”). Management has selected the COSO 2013 framework for its evaluation as it is a control framework recognized by the SEC and the Public Company Accounting Oversight Board that is free from bias, permits reasonably consistent qualitative and quantitative measurement of our internal controls, is sufficiently complete so that relevant controls are not omitted and is relevant to an evaluation of internal controls over financial reporting.
- Based on management’s evaluation under this framework, management has concluded that our internal controls over financial reporting were effective as of December 31, 2019. There are no material weaknesses in our internal control over financial reporting that have been identified by management.

There have been no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) of the Act, in the quarterly period ended December 31, 2019, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Pursuant to section 302 of the Sarbanes-Oxley Act of 2002, our Interim Chief Executive Officer and Chief Financial Officer have provided certain certifications to the Securities and Exchange Commission. These certifications are included herein as Exhibits 31.1 and 31.2.

The report from Ernst & Young LLP on its audit of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019 is included in this annual report and is incorporated herein by reference.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Incorporated by reference to the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference to the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders.

Securities Authorized for Issuance Under Equity Compensation Plans.

The following table sets forth information as of our fiscal year ended December 31, 2019, with respect to compensation plans under which our common stock may be issued:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (1)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (2)
Equity compensation plans approved by security holders	5,702,978	\$ 20.11	6,399,486
Equity compensation plans not approved by security holders	—	\$ —	—
Total	5,702,978	\$ 20.11	6,399,486

- (1) Includes 212,794 shares of issuable performance-based awards if specific targets are met, and 364,226 shares of Restricted Stock Units and Phantom Shares (collectively, "RSUs") which have no exercise price. Therefore, these shares are excluded for purposes of determining the weighted-average exercise prices of outstanding options, warrants and rights.
- (2) Includes 6,399,486 shares issuable pursuant to the 2014 Plan in the form of stock options, restricted awards, RSUs, performance stock awards, or any combination of the foregoing.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Incorporated by reference to the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Incorporated by reference to the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(1) Financial Statements and Exhibits

The following financial statements are presented in response to Part II, Item 8:

	<u>Page</u>
<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	A-46
<u>CONSOLIDATED BALANCE SHEETS</u>	A-49
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<u>CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)</u>	A-51
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<u>NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</u>	A-54

(2) Financial Statement Schedule

All schedules are omitted because they are not applicable, not required or the information is included in the financial statements or notes thereto.

(3) Exhibits

- 2.1 [Separation and Distribution Agreement between National Oilwell Varco, Inc. and NOW Inc. dated as of May 29, 2014 \(1\)](#)
- 3.1 [NOW Inc. Amended and Restated Certificate of Incorporation \(1\)](#)
- 3.2 [NOW Inc. Amended and Restated Bylaws \(1\)](#)
- 4.1 [Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934](#)
- 10.1 [Tax Matters Agreement between National Oilwell Varco, Inc. and NOW Inc. dated as of May 29, 2014 \(1\)](#)
- 10.2 [Employee Matters Agreement between National Oilwell Varco, Inc. and NOW Inc. dated as of May 29, 2014 \(1\)](#)
- 10.3 [Master Distributor Agreement between National Oilwell Varco, L.P. and DNOW L.P. dated as of May 29, 2014 \(1\)](#)
- 10.4 [Master Services Agreement between National Oilwell Varco, L.P. and DNOW L.P. dated as of May 29, 2014 \(1\)](#)
- 10.5 [Form of Employment Agreement for Executive Officers \(1\)](#)
- 10.6 [NOW Inc. 2014 Incentive Compensation Plan \(2\)](#)
- 10.7 [Form of Restricted Stock Award Agreement \(6 year cliff vest\) \(3\)](#)
- 10.8 [Form of Nonqualified Stock Option Agreement \(4\)](#)
- 10.9 [Form of Restricted Stock Award Agreement \(3 year cliff vest\) \(4\)](#)
- 10.10 [Form of Performance Award Agreement \(4\)](#)
- 10.11 [Form of Amendment to Employment Agreement for Executive Officers \(5\)](#)
- 10.12 [Credit Agreement dated as of April 30, 2018, among the Borrowers, the lenders that are parties thereto and Wells Fargo Bank, National Association as administrative agent, an issuing lender and swing lender \(6\)](#)
- 10.13 [Employment Agreement between NOW Inc. and Interim Chief Executive Officer Richard Alario \(7\)](#)
- 10.14 [Phantom Share Agreement between NOW Inc. and Interim Chief Executive Officer Richard Alario \(7\)](#)
- 21.1 [Subsidiaries of the Registrant](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm](#)
- 24.1 [Power of Attorney \(included on signature page hereto\)](#)
- 31.1 [Certification of Interim Chief Executive Officer pursuant to Rule 13a-14a and Rule 15d-14\(a\) of the Securities and Exchange Act, as amended](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14a and Rule 15d-14\(a\) of the Securities and Exchange Act, as amended](#)
- 32.1 [Certification of Interim Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2 [Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101.INS Inline XBRL Instance Document – The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)
- (1) Filed as an Exhibit to our Current Report on Form 8-K filed on May 30, 2014
- (2) Filed as an Exhibit to our Amendment No. 1 to Form 10, as amended, Registration Statement filed on April 8, 2014
- (3) Filed as an Exhibit to our Current Report on Form 8-K, filed on November 19, 2014
- (4) Filed as an Exhibit to our Quarterly Report on Form 10-Q filed on May 7, 2015
- (5) Filed as an Exhibit to our Quarterly Report on Form 10-Q filed on November 2, 2016
- (6) Filed as an Exhibit to our Current Report on Form 8-K filed on May 1, 2018
- (7) Filed as an Exhibit to our Current Report on Form 8-K filed on November 21, 2019
- (8) As provided in Rule 406T of Regulation S-T, this information is filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934

We hereby undertake, pursuant to Regulation S-K, Item 601(b), paragraph (4) (iii), to furnish to the U.S. Securities and Exchange Commission, upon request, all constituent instruments defining the rights of holders of our long-term debt not filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NOW Inc.

Date: February 19, 2020

By: /s/ Richard J. Alario

Richard J. Alario

Interim Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Each person whose signature appears below in so signing, constitutes and appoints Richard J. Alario and David A. Cherechinsky, and each of them acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments to this report, and in each case to file the same, with all exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard J. Alario</u> Richard J. Alario	Interim Chief Executive Officer and Director	February 19, 2020
<u>/s/ David A. Cherechinsky</u> David A. Cherechinsky	Senior Vice President and Chief Financial Officer	February 19, 2020
<u>/s/ Mark B. Johnson</u> Mark B. Johnson	Vice President, Corporate Controller and Chief Accounting Officer	February 19, 2020
<u>/s/ J. Wayne Richards</u> J. Wayne Richards	Chairman of the Board	February 19, 2020
<u>/s/ Terry Bonno</u> Terry Bonno	Director	February 19, 2020
<u>/s/ Galen Cobb</u> Galen Cobb	Director	February 19, 2020
<u>/s/ Paul Coppinger</u> Paul Coppinger	Director	February 19, 2020
<u>/s/ James Crandell</u> James Crandell	Director	February 19, 2020
<u>/s/ Rodney Eads</u> Rodney Eads	Director	February 19, 2020

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of NOW Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of NOW Inc. (the Company) as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 19, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Valuation of Goodwill (International and Canada Reporting Units)

Description of the Matter

At December 31, 2019, the Company's goodwill was \$245 million. As discussed in Note 2 and 7 to the consolidated financial statements, goodwill is tested for impairment annually at the reporting unit level or more frequently if indicators of impairment exist. The Company evaluates the recoverability of goodwill by comparing the fair value of each reporting unit to its carrying value. Fair value is determined using a combination of the market approach based on the guideline public company method and a discounted cash flow analysis based upon projected financial information. During 2019, the Company recorded goodwill impairment charges of \$54 million to the International reporting unit and \$27 million to the Canada reporting unit.

Auditing management's annual goodwill impairment tests for the International and Canada reporting units involved especially challenging judgment due to the significant estimation required to determine the fair value of the reporting units. In particular, the fair value estimates of the International and Canada reporting units were sensitive to assumptions such as changes in projected cash flows and the discount rate, which are affected by expectations about future market or economic conditions, and industry and company-specific qualitative factors.

*How We Addressed
the Matter in Our
Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's goodwill impairment review process, including controls over management's review of the significant assumptions described above. This included evaluating controls over the Company's forecasting process used to develop the estimated future cash flows, management's review of the discount rate and the selection of market multiples used.

To test the estimated fair value of the Company's International and Canada reporting units, we performed audit procedures that included, among others, assessing valuation methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We compared the projected cash flows to the Company's historical cash flows and available industry data including forecasted rig count information. We involved our valuation specialists in reviewing the valuation methodology, evaluating the discount rate and assessing the market multiples by comparison to the selected publicly traded companies. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the International and Canada reporting units that would result from changes in the assumptions.

In addition, we tested management's reconciliation of the fair value of the reporting units to the market capitalization of the Company.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2013.

Houston, Texas

February 19, 2020

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of NOW Inc.

Opinion on Internal Control over Financial Reporting

We have audited NOW Inc.'s internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, NOW Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2019 consolidated financial statements of the Company and our report dated February 19, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Houston, Texas

February 19, 2020

NOW INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	December 31,	
	2019	2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 183	\$ 116
Receivables, net	370	482
Inventories, net	465	602
Assets held-for-sale	34	—
Prepaid and other current assets	15	19
Total current assets	1,067	1,219
Property, plant and equipment, net	120	106
Deferred income taxes	2	2
Goodwill	245	314
Intangibles, net	90	144
Other assets	67	10
Total assets	<u>\$ 1,591</u>	<u>\$ 1,795</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 255	\$ 329
Accrued liabilities	127	110
Liabilities held-for-sale	6	—
Other current liabilities	8	2
Total current liabilities	396	441
Long-term debt	—	132
Long-term operating lease liabilities	34	—
Deferred income taxes	4	6
Other long-term liabilities	13	2
Total liabilities	447	581
Commitments and contingencies		
Stockholders' equity:		
Preferred stock—par value \$0.01; 20 million shares authorized; no shares issued and outstanding	—	—
Common stock - par value \$0.01; 330 million shares authorized; 109,207,678 and 108,426,962 shares issued and outstanding at December 31, 2019 and 2018, respectively	1	1
Additional paid-in capital	2,046	2,034
Accumulated deficit	(775)	(678)
Accumulated other comprehensive loss	(128)	(143)
Total stockholders' equity	1,144	1,214
Total liabilities and stockholders' equity	<u>\$ 1,591</u>	<u>\$ 1,795</u>

See notes to consolidated financial statements.

NOW INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)

	Year Ended December 31,		
	2019	2018	2017
Revenue	\$ 2,951	\$ 3,127	\$ 2,648
Operating expenses:			
Cost of products	2,365	2,497	2,147
Warehousing, selling and administrative	541	557	542
Impairment charges	128	—	—
Operating profit (loss)	(83)	73	(41)
Other expense	(10)	(15)	(11)
Income (loss) before income taxes	(93)	58	(52)
Income tax provision (benefit)	4	6	—
Net income (loss)	<u>\$ (97)</u>	<u>\$ 52</u>	<u>\$ (52)</u>
Earnings (loss) per share:			
Basic earnings (loss) per common share	<u>\$ (0.89)</u>	<u>\$ 0.47</u>	<u>\$ (0.48)</u>
Diluted earnings (loss) per common share	<u>\$ (0.89)</u>	<u>\$ 0.47</u>	<u>\$ (0.48)</u>
Weighted-average common shares outstanding, basic	<u>109</u>	<u>108</u>	<u>108</u>
Weighted-average common shares outstanding, diluted	<u>109</u>	<u>109</u>	<u>108</u>

See notes to consolidated financial statements.

NOW INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)

	Year Ended December 31,		
	2019	2018	2017
Net income (loss)	\$ (97)	\$ 52	\$ (52)
Other comprehensive income (loss):			
Foreign currency translation adjustments	15	(38)	37
Comprehensive income (loss)	\$ (82)	\$ 14	\$ (15)

See notes to consolidated financial statements.

NOW INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2019	2018	2017
Cash flows from operating activities:			
Net income (loss)	\$ (97)	\$ 52	\$ (52)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	41	41	50
Deferred income taxes	(2)	(1)	(1)
Stock-based compensation	13	16	20
Provision for inventory	13	8	11
Impairment charges	128	—	—
Other, net	30	3	(8)
Change in operating assets and liabilities, net of acquisitions:			
Receivables	98	(69)	(64)
Inventories	109	(30)	(110)
Accounts payable and accrued liabilities	(110)	54	43
Other, net	1	(1)	(4)
Net cash provided by (used in) operating activities	224	73	(115)
Cash flows from investing activities:			
Purchases of property, plant and equipment	(12)	(11)	(4)
Business acquisitions, net of cash acquired	(8)	—	(4)
Other, net	(2)	2	16
Net cash provided by (used in) investing activities	(22)	(9)	8
Cash flows from financing activities:			
Borrowings under the revolving credit facility	268	503	359
Repayments under the revolving credit facility	(400)	(533)	(262)
Other, net	(6)	(7)	(3)
Net cash provided by (used in) financing activities	(138)	(37)	94
Effect of exchange rates on cash and cash equivalents	3	(9)	5
Net change in cash and cash equivalents	67	18	(8)
Cash and cash equivalents, beginning of period	116	98	106
Cash and cash equivalents, end of period	<u>\$ 183</u>	<u>\$ 116</u>	<u>\$ 98</u>
Supplemental disclosures of cash flow information:			
Income taxes paid, net	\$ 7	\$ 6	\$ 2
Interest paid	\$ 5	\$ 9	\$ 6
Non-cash investing and financing activities:			
Accrued purchases of property, plant and equipment	\$ 3	\$ —	\$ —

See notes to consolidated financial statements.

NOW INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions)

	Common Stock Shares Outstanding	Par Value	Additional Paid-In Capital	Accum. Retained Earnings (Deficit)	Accum. Other Comprehensive Income (Loss)	Total Stockholders' Equity
January 1, 2017	107	\$ 1	\$ 2,002	\$ (678)	\$ (142)	\$ 1,183
Net loss	—	—	—	(52)	—	(52)
Stock-based compensation	—	—	20	—	—	20
Exercise of stock options	—	—	1	—	—	1
Vesting of restricted stock	1	—	—	—	—	—
Shares withheld for taxes	—	—	(4)	—	—	(4)
Other comprehensive income	—	—	—	—	37	37
December 31, 2017	<u>108</u>	<u>\$ 1</u>	<u>\$ 2,019</u>	<u>\$ (730)</u>	<u>\$ (105)</u>	<u>\$ 1,185</u>
Net income	—	—	—	52	—	52
Stock-based compensation	—	—	16	—	—	16
Exercise of stock options	—	—	1	—	—	1
Shares withheld for taxes	—	—	(2)	—	—	(2)
Other comprehensive loss	—	—	—	—	(38)	(38)
December 31, 2018	<u>108</u>	<u>\$ 1</u>	<u>\$ 2,034</u>	<u>\$ (678)</u>	<u>\$ (143)</u>	<u>\$ 1,214</u>
Net loss	—	—	—	(97)	—	(97)
Stock-based compensation	—	—	13	—	—	13
Exercise of stock options	—	—	2	—	—	2
Vesting of restricted stock	1	—	—	—	—	—
Shares withheld for taxes	—	—	(3)	—	—	(3)
Other comprehensive income	—	—	—	—	15	15
December 31, 2019	<u>109</u>	<u>\$ 1</u>	<u>\$ 2,046</u>	<u>\$ (775)</u>	<u>\$ (128)</u>	<u>\$ 1,144</u>

See notes to consolidated financial statements.

NOW INC.
Notes to Consolidated Financial Statements

1. Organization and Basis of Presentation

Nature of Operations

NOW Inc. (“NOW” or the “Company”) is a holding company headquartered in Houston, Texas that was incorporated in Delaware on November 22, 2013. NOW operates primarily under the DistributionNOW and DNOW brands. NOW is a global distributor of energy products as well as products for industrial applications through its locations in the U.S., Canada and internationally which are geographically positioned to serve the energy and industrial markets in approximately 80 countries. NOW’s energy product offerings are used in the oil and gas industry including upstream drilling and completion, exploration and production, midstream infrastructure development and downstream petroleum refining – as well as in other industries, such as chemical processing, power generation and industrial manufacturing operations. The industrial distribution portion of NOW’s business targets a diverse range of manufacturing and facilities across numerous industries and end markets. NOW also provides supply chain management to drilling contractors, E&P operators, midstream operators, downstream energy and industrial manufacturing companies. NOW’s supplier network consists of thousands of vendors in approximately 40 countries.

Basis of Presentation

The accompanying consolidated financial information include the accounts of the Company and its consolidated subsidiaries. All significant intercompany transactions and accounts have been eliminated.

Reclassification

Certain amounts in the prior periods presented have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported results of operations.

Recently Issued Accounting Standards

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments (Topic 326), which replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to determine credit loss estimates. ASU 2016-13 requires entities to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Entities will now use forward-looking information to better form their credit loss estimates. The Company will adopt ASC Topic 326 on January 1, 2020. The predominant account subject to the scope of this standard is trade receivables, which are recorded and carried at the original invoice amount less an allowance for doubtful accounts (“AFDA”). Upon adoption, the Company will begin recognizing AFDA based on the estimated lifetime expected credit loss related to trade receivables; based on its current assessment, which is subject to change, the Company estimates an increase of less than \$10 million to its AFDA and the opening accumulated deficit in the consolidated balance sheets. The Company does not expect the adoption of this standard to have material impact in its consolidated statement of operations and cash flows.

In August 2018, the FASB issued ASU 2018-13, Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820), which modified the disclosure requirements on fair value measurements. ASU 2018-13 is effective for annual and interim periods in fiscal years beginning after December 15, 2019, with early adoption permitted for removed or modified disclosures. The Company is currently assessing the impact of ASU 2018-13 in its consolidated financial statements.

Recently Adopted Accounting Standards

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842), which requires lessees to recognize a lease liability and a right-of-use (“ROU”) asset for all leases, including operating leases, with a term greater than twelve months in its balance sheets. In July 2018, the FASB issued ASU 2018-11, Targeted Improvements, which provided entities with an additional (and optional) transition method, allowing an entity to apply the new lease standard at the adoption date and to recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. On January 1, 2019, the Company adopted ASC 842 using the modified retrospective method allowed under ASU 2018-11. The Company has utilized the package of practical expedients permitted under the transition guidance within ASC 842 which, among other things, allows an entity to carry forward its historical lease classifications. The adoption of ASC 842 resulted in the recognition of \$66 million of ROU assets, net of \$1 million deferred rent, and \$67 million of lease liabilities related to leases that were previously not required to be presented in the consolidated balance sheets. See Note 11 “Leases” for additional information.

2. Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and Cash Equivalents consist of all highly liquid investments with maturities of three months or less at the date of purchase.

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, receivables and payables approximated fair value because of the relatively short maturity of these instruments. See Note 13 “Derivative Financial Instruments” for the fair value of derivative financial instruments.

Inventories

Inventories consist primarily of oilfield and industrial finished goods. Inventories are stated at the lower of cost or net realizable value and using average cost methods. Allowances for excess and obsolete inventories are determined based on the Company’s historical usage of inventory on hand as well as its future expectations. As of December 31, 2019 and 2018, the Company reported inventory of \$465 million and \$602 million, respectively (net of inventory reserves of \$26 million and \$28 million, respectively).

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Expenditures for major improvements that extend the lives of property and equipment are capitalized while minor replacements, maintenance and repairs are charged to expense as incurred. Disposals are removed at cost less accumulated depreciation with any resulting gain or loss reflected in the results of operations for the respective period. Depreciation is provided using the straight-line method over the estimated useful lives of individual items.

Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets

The Company evaluates the recoverability of property, plant and equipment and amortizable intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value.

In addition to the recoverability assessment, the Company routinely reviews the remaining estimated useful lives of property, plant and equipment and amortizable intangible assets. If the Company changes the estimated useful life assumption for any asset, the remaining unamortized balance is amortized or depreciated over the revised estimated useful life.

The Company conducts goodwill impairment testing annually in the fourth quarter of each fiscal year, and more frequently on an interim basis, when an event occurs or changes in circumstances indicate that the fair value of a reporting unit may have declined below its carrying value. Events or circumstances which could indicate a probable impairment include, but are not limited to, a significant reduction in worldwide oil and gas prices or drilling; a significant reduction in profitability or cash flow of oil and gas companies or drilling contractors; a significant reduction in worldwide well completion and remediation activity; a significant reduction in capital investment by other oilfield service companies; or a significant increase in worldwide inventories of oil or gas.

The Company evaluates goodwill for impairment at the reporting unit level, which is defined as an operating segment or one level below that constitutes a business for which financial information is available and is regularly reviewed by management. The Company determined that it has five reporting units for this purpose—United States Energy, United States Supply Chain, United States Process Solutions, Canada and International.

The Company tests goodwill for impairment by comparing the fair value of a reporting unit to its carrying value. If the carrying amount exceeds the fair value of a reporting unit, an impairment loss is recognized in an amount equal to that excess, but not to exceed the total amount of goodwill allocated to that reporting unit.

When performing goodwill impairment testing, the fair values of reporting units are determined based on valuation techniques using the best available information, including the discounted cash flow method, and the market approach where applicable. The market approach is based on metrics derived from comparable publicly-traded companies. The discounted cash flow is based on management’s short-term and long-term forecast of operating performance for each reporting unit. The two main assumptions used in measuring goodwill impairment, which bear the risk of change and could impact the Company’s goodwill impairment analysis, include the cash flow from operations from each of the Company’s reporting units and the discount rate. The starting point for each reporting unit’s projected cash flow from operations is the detailed annual plan or updated forecast. The detailed planning and forecasting process takes into consideration a multitude of factors including worldwide rig activity, inflationary forces, pricing strategies, customer analysis, operational issues, competitor analysis, capital spending requirements, working capital requirements and customer needs among other items which impact the individual reporting unit projections. Cash flows beyond the specific operating plans were estimated using a terminal value calculation, which incorporated historical and forecasted financial cyclical trends for each reporting unit and also considered long-term earnings growth rates. The financial and credit market volatility impacts the fair value

measurement by adjusting the discount rate. During times of volatility, significant judgment must be applied to determine whether credit changes are a short-term or long-term trend. The Company makes significant assumptions and estimates about the extent and timing of future cash flows, growth rates, and discount rates all of which represent unobservable inputs into valuation methodologies and are classified as level 3 inputs under the fair value hierarchy. In evaluating the reasonableness of the Company's fair value estimates, the Company considers, among other factors, the relationship between the market capitalization of the Company and the total estimated fair value of its reporting units less debt.

Foreign Currency

The functional currency for most of the Company's foreign operations is the local currency. Certain foreign operations use the U.S. dollar as the functional currency. For those that have local currency as functional the cumulative effects of translating the balance sheet accounts from the functional currency into the U.S. dollar at current exchange rates are included in accumulated other comprehensive income (loss). Revenues and expenses are translated at average exchange rates in effect during the period.

Accordingly, financial statements of these foreign subsidiaries are remeasured to U.S. dollars for consolidation purposes using current rates of exchange for monetary assets and liabilities and historical rates of exchange for nonmonetary assets and related elements of expense. Revenue and expense elements are remeasured at rates that approximate the rates in effect on the transaction dates. For all operations, gains or losses from remeasuring foreign currency transactions into the reporting currency are included in other expense. Net foreign currency transaction losses were \$1 million, \$2 million and \$2 million for the years ending December 31, 2019, 2018 and 2017, respectively, and were included in other expense in the accompanying consolidated statements of operations.

Revenue Recognition

The Company's primary source of revenue is the sale of energy products and an extensive selection of products for industrial applications based upon purchase orders or contracts with customers. The majority of revenue is recognized at a point in time once the Company has determined that the customer has obtained control over the product. Control is typically deemed to have been transferred to the customer when the product is shipped, delivered or picked up by the customer. The Company does not grant extended payment terms. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to proper government authorities. Shipping and handling costs for product shipments occur prior to the customer obtaining control of the goods and are recorded in cost of products.

The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for products sold. Revenue is recorded at the transaction price net of estimates of variable consideration, which may include product returns, trade discounts and allowances. The Company accrues for variable consideration using the expected value method. Estimates of variable consideration are included in revenue to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur.

Cost of Products

Cost of products includes the cost of inventory sold and related items, such as vendor consideration, inventory allowances, amortization of intangibles and inbound and outbound freight.

Warehousing, Selling and Administrative Expenses

Warehousing, selling and administrative expenses include branch location, distribution center and regional expenses (including costs such as compensation, benefits and rent) as well as corporate general selling and administrative expenses.

Vendor Consideration

The Company receives funds from vendors in the normal course of business, principally as a result of purchase volumes. Generally, these vendor funds do not represent the reimbursement of specific, incremental and identifiable costs incurred by the Company to sell the vendor's product. Therefore, the Company treats these funds as a reduction of inventory when purchased and once these goods are sold to third parties the associated amount is credited to cost of products. The Company develops accrual rates for vendor consideration based on the provisions of the arrangements in place, historical trends, purchases and future expectations. Due to the complexity and diversity of the individual vendor agreements, the Company performs analyses and reviews historical trends throughout the year and confirms actual amounts with select vendors to ensure the amounts earned are appropriately recorded. Amounts accrued throughout the year could be impacted if actual purchase volumes differ from projected annual purchase volumes, especially in the case of programs that provide for increased funding when graduated purchase volumes are met.

Income Taxes

The liability method is used to account for income taxes. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to amounts which are more-likely-than-not to be realized.

Concentration of Credit Risk

The Company grants credit to its customers, which operate primarily in the energy, industrial and manufacturing markets. Concentrations of credit risk are limited because the Company has a large number of geographically diverse customers, thus spreading trade credit risk. The Company controls credit risk through credit evaluations, credit limits and monitoring procedures. The Company performs periodic credit evaluations of its customers' financial condition and, generally, does not require collateral but may require letters of credit or prepayments for certain sales. Credit losses are provided for in the financial statements. Allowances for doubtful accounts are determined based on a continuous process of assessing the Company's portfolio on an individual customer basis taking into account current market conditions and trends. This process consists of a thorough review of historical collection experience, current aging status of the customer accounts and financial condition of the Company's customers. Based on a review of these factors, the Company will establish or adjust allowances for specific customers. Balances that remain outstanding after the Company has used reasonable collection efforts are written off through a charge to the allowance and a credit to receivables. No single customer represents more than 10% of the Company's revenue.

Stock-Based Compensation

Compensation expense for the Company's stock-based compensation plans is measured using the fair value method required by ASC Topic 718 "Compensation—Stock Compensation". Under this guidance the fair value of the award is measured on the grant date and amortized to expense using the straight-line method over the shorter of the vesting period or the remaining requisite service period. Forfeitures are recognized as they occur.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported and contingent amounts of assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company periodically evaluates its estimates and judgments that are most critical in nature, which are related to allowance for doubtful accounts, inventory reserves, goodwill, purchase price allocation of acquisitions, vendor consideration, stock-based compensation and income taxes. On an ongoing basis, the Company evaluates such estimates by comparing to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities.

Contingencies

The Company accrues for costs relating to litigation claims and other contingent matters, when such liabilities become probable and reasonably estimable. Such estimates may be based on advice from third parties or on management's judgment, as appropriate. Revisions to contingent liabilities are reflected in income in the period in which different facts or information become known or circumstances change that affect the Company's previous judgments with respect to the likelihood or amount of loss. Amounts paid upon the ultimate resolution of contingent liabilities may be materially different from previous estimates and could require adjustments to the estimated reserves to be recognized in the period such new information becomes known.

In circumstances where the most likely outcome of a contingency can be reasonably estimated, the Company accrues a liability for that amount. Where the most likely outcome cannot be estimated, a range of potential losses is established, and, if no one amount in that range is more likely than others, the low end of the range is accrued.

3. Revenue

Remaining Performance Obligations

Remaining performance obligations represent the transaction price of firm orders for which work has not been performed on contracts with an original expected duration of more than one year. The Company's contracts are predominantly short-term in nature with a contract term of one year or less. For those contracts, the Company has utilized the practical expedient in ASC Topic 606 exempting the Company from disclosure of the transaction price allocated to remaining performance obligations when the performance obligation is part of a contract that has an original expected duration of one year or less.

Receivables

Receivables are recorded when the Company has an unconditional right to consideration.

Contract Assets and Liabilities

Contract assets primarily consist of retainage amounts held as a form of security by customers until the Company satisfies its remaining performance obligations. As of December 31, 2019 and 2018, contracts assets were \$3 million and \$2 million, respectively, and were included in receivables, net in the consolidated balance sheets. The Company generally accounts for the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have been recognized is one year or less. These expenses were not material for the years ended December 31, 2019 and 2018.

Contract liabilities primarily consist of deferred revenues recorded when customer payments are received or due in advance of satisfying performance obligations, including amounts which are refundable, and other accrued customer liabilities. Revenue recognition is deferred to a future period until the Company completes its obligations contractually agreed with customers. The increase in contract liabilities for the year ended December 31, 2019 was primarily related to net customer deposits of approximately \$18 million, partially offset by approximately \$15 million of revenue that was deferred at December 31, 2018.

See Note 15 “Business Segments” for the disaggregation of revenue by reporting segments. The Company believes this disaggregation best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

4. Receivables, net

Receivables are recorded and carried at the original invoiced amount less an allowance for doubtful accounts.

The allowance for doubtful accounts reflects the Company’s best estimate of probable losses inherent in the accounts receivable balance. Activity in the allowance for doubtful accounts was as follows (*in millions*):

	December 31,		
	2019	2018	2017
Allowance for doubtful accounts			
Beginning balance	\$ 27	\$ 29	\$ 34
Additions (deductions) charged to expenses	(2)	2	3
Charge-offs and other	(9)	(4)	(8)
Ending balance	<u>\$ 16</u>	<u>\$ 27</u>	<u>\$ 29</u>

5. Property, Plant and Equipment, net

Property, plant and equipment consist of (*in millions*):

	Estimated Useful Lives	December 31,	
		2019	2018
Information technology assets	1-7 Years	\$ 46	\$ 45
Operating equipment ⁽¹⁾	2-15 Years	109	92
Buildings and land ⁽²⁾	5-35 Years	100	99
Construction in progress		10	—
Total property, plant and equipment		265	236
Less: accumulated depreciation		(145)	(130)
Property, plant and equipment, net		<u>\$ 120</u>	<u>\$ 106</u>

⁽¹⁾ Includes finance right-of-use assets.

⁽²⁾ Land has an indefinite life

Depreciation expense was \$22 million, \$21 million and \$28 million for the years ended December 31, 2019, 2018 and 2017, respectively.

6. Accrued Liabilities

Accrued liabilities consist of (*in millions*):

	December 31,	
	2019	2018
Compensation and other related expenses	\$ 31	\$ 38
Contract liabilities	34	29
Taxes (non-income)	12	14
Current portion of operating lease liabilities	21	—
Other	29	29
Total	<u>\$ 127</u>	<u>\$ 110</u>

7. Goodwill

Goodwill is identified by segment as follows (*in millions*):

	United States	Canada	International	Total
Balance at December 31, 2017 ⁽¹⁾	\$ 119	\$ 98	\$ 111	\$ 328
Foreign currency translation adjustments	—	(8)	(6)	(14)
Balance at December 31, 2018	\$ 119	\$ 90	\$ 105	\$ 314
Additions	6	—	—	6
Impairment	—	(27)	(54)	(81)
Foreign currency translation adjustments	—	4	2	6
Balance at December 31, 2019	<u>\$ 125</u>	<u>\$ 67</u>	<u>\$ 53</u>	<u>\$ 245</u>

⁽¹⁾ In the United States segment, net of prior years accumulated impairment of \$393 million.

The Company performed its annual goodwill impairment test during the fourth quarter of 2019 and determined the fair value of the Canada and International reporting units was below their carrying value. As a result, the Company recognized \$81 million of goodwill impairment which was included in impairment charges in the consolidated statements of operations. The impairment charges were primarily the result of actual declines in customer and rig activity and downward revisions to forecasted rig and customer spend activity occurring in the fourth quarter of 2019, which we incorporated into our outlook and forecasted results of operations. The impact of the prolonged activity curtailment in Canada and other market condition deteriorations have reduced our near-term outlook and timing of an expected recovery. Further continued adverse market conditions could result in the recognition of additional impairment if the Company determines that the fair values of its reporting units have fallen below their carrying values. No tax benefit was reported on the Company's goodwill impairment for the year-ended December 31, 2019, as the goodwill impairment was either nondeductible for tax purposes or was subject to a valuation allowance. See Note 9 "Income Taxes" for additional information.

For the years ended December 31, 2018 and 2017 no goodwill impairments were recognized as the fair value of each reporting unit exceeded its carrying value.

8. Intangibles, net

Identified intangible assets with determinable lives consist primarily of customer relationships, trade names, trademarks and patents, and non-compete agreements acquired in acquisitions, and are being amortized on a straight-line basis over the estimated useful lives of 3 to 20 years. Intangible assets that are fully amortized are removed from the disclosures.

Identified intangible assets by major classification, affected by the fluctuation of foreign currency rates, consist of the following (*in millions*):

	Gross	Accumulated Amortization	Net Book Value
December 31, 2019:			
Trademarks and patents	\$ 38	\$ (9)	\$ 29
Customer relationships	116	(57)	59
Other	2	—	2
Total identified intangibles	<u>\$ 156</u>	<u>\$ (66)</u>	<u>\$ 90</u>
December 31, 2018:			
Trademarks and patents	\$ 103	\$ (31)	\$ 72
Customer relationships	118	(46)	72
Other	11	(11)	—
Total identified intangibles	<u>\$ 232</u>	<u>\$ (88)</u>	<u>\$ 144</u>

During the fourth quarter of 2019, the Company made strategic decisions to discontinue the use of certain acquired trade names in order to eliminate branding dilution in the market and align the Company's marketing around its DNOW brands. As of December 31, 2019, the Company completed the disposals of these trade names by abandonment and recognized impairment charges of \$34 million in the U.S. reporting segment and \$4 million in the International reporting segment. Such impairment was included in impairment charges in the consolidated statements of operations, representing the remaining carrying values of these specifically acquired intangible assets. The Company did not record impairment for intangible assets for the years ended December 31, 2018 and 2017.

Amortization expense was \$19 million, \$20 million and \$22 million for the years ended December 31, 2019, 2018, and 2017, respectively. The following table represents the total estimated amortization of intangible assets for the five succeeding years, excluding assets held-for-sale (*in millions*):

For the Year Ending December 31,	Estimated Amortization Expense
2020	\$ 15
2021	15
2022	14
2023	10
2024	8

9. Income Taxes

The domestic and foreign components of income (loss) before income taxes were as follows (*in millions*):

	December 31,		
	2019	2018	2017
United States	\$ (12)	\$ 39	\$ (64)
Foreign	(81)	19	12
Income (loss) before income taxes	<u>\$ (93)</u>	<u>\$ 58</u>	<u>\$ (52)</u>

The provision (benefit) for income taxes for 2019, 2018 and 2017 consisted of the following (*in millions*):

	2019	2018	2017
U.S. Federal:			
Current	—	—	—
Deferred	—	—	—
U.S. State:			
Current	1	1	—
Deferred	—	—	—
	1	1	—
Foreign			
Current	5	6	1
Deferred	(2)	(1)	(1)
	3	5	—
Income tax provision (benefit)	\$ 4	\$ 6	\$ —

The reconciliation between the Company's effective tax rate on income (loss) from continuing operations and the statutory tax rate is as follows (*in millions*):

	2019	December 31, 2018	2017
Income tax provision (benefit) at federal statutory rate	\$ (19)	\$ 12	\$ (18)
Foreign tax rate differential	2	2	(2)
State income tax provision (benefit), net of federal benefit	—	3	(5)
Nondeductible expenses	3	9	2
Foreign tax credits	1	21	(31)
Benefit of net operating loss	—	(14)	—
One-time transition tax	—	1	33
U.S. tax rate change	—	—	69
Investment in subsidiaries	(9)	—	—
Nondeductible goodwill impairment	16	—	—
Change in valuation allowance	9	(28)	(45)
Change in contingency reserve and other	1	—	(3)
Income tax provision (benefit)	\$ 4	\$ 6	\$ —
Effective tax rate	(4.4)%	10.7%	0.0%

For the year ended December 31, 2019, the effective tax rate was impacted by a valuation allowance recorded against the Company's deferred tax assets in the U.S., Canada and other foreign jurisdictions, nondeductible goodwill impairment and recognition of deferred taxes related to outside basis differences in subsidiaries classified as held-for-sale. For the years ended December 31, 2018 and 2017, the effective tax rate was impacted by a valuation in the U.S., Canada and other foreign jurisdictions, and the TCJA which includes the one-time transition tax, the U.S. tax rate change and foreign tax credits related to earnings of foreign subsidiaries that were previously tax deferred.

The TCJA subjects a U.S. shareholder to current tax on Global Intangible Low-Taxed Income ("GILTI") earned by certain foreign subsidiaries. The FASB Staff Q&A, Topic 740, No. 5 Accounting for Global Intangible Low-Taxed Income, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or provide for the tax expense related to GILTI in the year the tax is incurred as a period expense only. The Company adopted an accounting policy to recognize the tax effects of GILTI in the year tax is incurred. Due to the Company's net operating losses in certain foreign jurisdictions, the Company recognized no income tax related to GILTI in 2019 and 2018.

Significant components of the Company's deferred tax assets and liabilities were as follows (*in millions*):

	December 31,		
	2019	2018	2017
Deferred tax assets:			
Allowances and operating liabilities	\$ 5	\$ 8	\$ 8
Net operating loss carryforwards	56	56	52
Foreign tax credit carryforwards	7	8	29
Allowance for doubtful accounts	2	6	6
Inventory reserve	9	10	12
Stock-based compensation	8	8	15
Intangible assets	28	24	27
Assets held-for-sale	4	—	—
Investment in subsidiaries	9	—	—
Book over tax depreciation	4	2	—
Other	4	3	3
Total deferred tax assets	\$ 136	\$ 125	\$ 152
Deferred tax liabilities:			
Total deferred tax liabilities	\$ —	\$ —	\$ —
Net deferred tax assets before valuation allowance	136	125	152
Valuation allowance	(138)	(129)	(157)
Net deferred tax liabilities	\$ (2)	\$ (4)	\$ (5)

The Company records a valuation allowance when it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of the deferred tax assets depends on the ability to generate sufficient taxable income of the appropriate character in the future and in the appropriate taxing jurisdictions. If the Company was to determine that it would be able to realize the deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the valuation allowance, which would reduce the provision for income taxes.

The Company remains in a three year cumulative loss position at the end of 2019. As a result, management believes that it is not more-likely-than-not that the Company would be able to realize the benefits of its deferred tax assets in the U.S., Canada and other foreign jurisdictions and accordingly recognized a valuation allowance for the year ended December 31, 2019. The change during the year in the valuation allowance was \$5 million in the U.S., \$1 million in Canada, and \$3 million in other foreign jurisdictions.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (*in millions*):

	2019	2018	2017
Unrecognized tax benefit at January 1	\$ —	\$ —	\$ 1
Gross increases - tax positions in prior period	—	—	—
Gross decreases - tax positions in prior period	—	—	—
Gross increases - tax positions in current period	—	—	—
Settlement	—	—	(1)
Lapse of statute of limitations	—	—	—
Unrecognized tax benefit at December 31	\$ —	\$ —	\$ —

To the extent penalties and interest would be assessed on any underpayment of income tax, such accrued amounts are classified as a component of income tax provision (benefit) in the financial statements consistent with the Company's policy. For the year ended December 31, 2019, the Company did not record any income tax expense for interest and penalties related to uncertain tax positions.

The Company is subject to taxation in the U.S., various states and foreign jurisdictions. The Company has significant operations in the U.S. and Canada and to a lesser extent in various other international jurisdictions. Tax years that remain subject to examination vary by legal entity, but are generally open in the U.S. for the tax years ending after 2015 and outside the U.S. for the tax years ending after 2013.

In the U.S., the Company has \$218 million of federal net operating loss carryforwards as of December 31, 2019, which will expire between 2036 through 2037. The potential tax benefit of \$46 million has been reduced by a \$46 million valuation allowance. In addition to a reduction in future income tax expense, future income tax payments will also be reduced in the event the Company ultimately realizes the benefit of these net operating losses. The Company has \$126 million of state net operating loss carryforwards as of December 31, 2019, which will expire between 2020 through 2038, with the majority expiring after 2034. The potential benefit of \$7 million has been reduced by a \$7 million valuation allowance. Outside the U.S., the Company has \$15 million of net operating loss carryforwards as of December 31, 2019, of which \$12 million have no expiration and \$3 million will expire between 2021 and 2039. The potential tax benefit of \$3 million has been reduced by a \$3 million valuation allowance. As of December 31, 2019, the Company has \$7 million of excess foreign tax credits in the U.S. The foreign tax credits will expire between 2024 and 2027. The potential benefit of \$7 million has been reduced by a \$7 million valuation allowance. In addition to future income tax expense, future income tax payments will also be reduced in the event the Company ultimately realizes the benefit of these foreign tax credits.

As of December 31, 2019, the amount of undistributed earnings of foreign subsidiaries was approximately \$81 million. With the exception of the Company's pre-2018 earnings in Canada and the United Kingdom, the Company's foreign earnings continue to be indefinitely reinvested. The Company makes a determination each period whether to permanently reinvest these earnings. If, as a result of these reassessments, the Company distributes these earnings in the future, additional tax liabilities would result, offset by any available foreign tax credits. The Company has provided for taxes on outside basis differences in subsidiaries classified as held-for-sale. No additional income taxes have been provided for any additional outside basis differences inherent in the Company's foreign subsidiaries, as these amounts continue to be indefinitely reinvested. Determining the amount of unrecognized deferred tax liability related to any additional outside basis differences in these entities is not practicable.

Because of the number of tax jurisdictions in which the Company operates, its effective tax rate can fluctuate as operations and the local country tax rates fluctuate. The Company is also subject to audits by federal, state and foreign jurisdictions which may result in proposed assessments. The Company's future tax provision will reflect any favorable or unfavorable adjustments to its estimated tax liabilities when resolved. The Company is unable to predict the outcome of these matters. However, the Company believes that none of these matters will have a material adverse effect on the results of operations or financial position of the Company.

10. Debt

On April 30, 2018, the Company replaced its existing senior secured revolving credit facility and entered into a senior secured revolving credit facility (the "Credit Facility") with a syndicate of lenders with Wells Fargo Bank, National Association, serving as the administrative agent. The five-year Credit Facility provides for a \$750 million global revolving credit facility (with a letter of credit sub-facility of \$60 million, and a swing line sub-facility of 10% of the facility amount), of which up to \$100 million is available for the Company's Canadian subsidiaries and \$40 million is available for the Company's UK subsidiaries. The Company has the right, subject to certain conditions, to increase the aggregate principal amount of commitments under the credit facility by \$250 million. The obligations under the Credit Facility are secured by substantially all the assets of the Company and its subsidiaries. The Credit Facility contains customary covenants, representations and warranties and events of default. The Company will be required to maintain a fixed charge coverage ratio of at least 1.00:1.00 as of the end of each fiscal quarter if excess availability under the Credit Facility falls below the greater of 12.5% of the borrowing base or \$60 million.

Borrowings under the Credit Facility will bear an interest rate at the Company's option, at (i) the base rate plus an applicable margin based on the Company's fixed charge coverage ratio (and if applicable, the Company's leverage ratio); or (ii) the greater of LIBOR for the applicable interest period and zero, plus an applicable margin based on the Company's fixed charge coverage ratio (and if applicable, the Company's leverage ratio). The Credit Facility includes a commitment fee on the unused portion of commitments that ranges from 25 to 37.5 basis points. Commitment fees incurred during the period were included in other expense in the consolidated statements of operations.

Availability under the Credit Facility is determined by a borrowing base comprised of eligible receivables and eligible inventory in the U.S and Canada. As of December 31, 2019, the Company had no borrowings against the Credit Facility and had approximately \$413 million in availability (as defined in the Credit Facility) resulting in the excess availability (as defined in the Credit Facility) of 98% subject to certain limitations. The Company is not obligated to pay back borrowings against the Credit Facility until the expiration date and as such, any outstanding borrowing is classified as long-term debt in the consolidated balance sheets.

The Company issued \$7 million in letters of credit under the Credit Facility primarily for casualty insurance expiring in July 2020.

11. Leases

The Company leases certain facilities, vehicles and equipment. The Company determines if an arrangement contains a lease at contract inception and recognizes ROU assets and lease liabilities for leases with terms greater than twelve months. Leases with an initial term of twelve months or less are accounted for as short-term leases and are not recognized in the balance sheet. Operating fixed lease expenses and finance lease depreciation expense are recognized on a straight-line basis over the lease term. Variable lease payments which cannot be determined at the lease commencement date, such as reimbursement of lessor expenses, are not included in the ROU assets or lease liabilities.

Many leases include both lease and non-lease components which are primarily related to management services provided by lessors for the underlying assets. The Company elected the practical expedient to account for lease and non-lease components as a single lease component for all leases as well as the practical expedient that allows the Company to carry forward the historical lease classifications. For all new and modified leases entered into after the adoption of ASC 842, the Company reassesses the lease classification and lease term on the effective date of modification. Lease term includes renewal periods if the Company is reasonably certain to exercise any renewal options per the lease contract. The Company's leases do not contain any material residual value guarantees or restrictive covenants. The Company subleases certain real estate to third parties; however, this activity is not material.

As most leases do not have readily determinable implicit rates, the Company estimates the incremental borrowing rates based on prevailing financial market conditions, comparable companies and credit analysis and management judgments to determine the present values of its lease payments. The Company also applies the portfolio approach to account for leases with similar terms. As of December 31, 2019, the weighted-average remaining lease terms were approximately 3 years for operating leases and 5 years for finance leases, and the weighted-average discount rates were 6.1% for operating leases and 5.6% for finance leases.

Supplemental balance sheet information (*in millions*):

	Classification	December 31, 2019
Assets		
Operating	Other assets	\$ 56
Finance	Property, plant and equipment, net	16
Total ROU assets		\$ 72
Liabilities		
Current		
Operating	Accrued liabilities	\$ 21
Finance	Other current liabilities	7
Long-term		
Operating	Long-term operating lease liabilities	34
Finance	Other long-term liabilities	10
Total lease liabilities		\$ 72

Components of lease expense (*in millions*):

	Classification	December 31, 2019
Operating lease cost ⁽¹⁾	Warehousing, selling and administrative	\$ 31
Finance lease ROU asset depreciation ⁽²⁾	Warehousing, selling and administrative	\$ 5
Short-term lease cost	Warehousing, selling and administrative	\$ 7
Variable lease cost	Warehousing, selling and administrative	\$ 3

⁽¹⁾ Included in other, net adjustment to reconcile net income to net cash provided by (used in) operating activities in the consolidated statement of cash flows.

⁽²⁾ Included in depreciation and amortization in the consolidated statement of cash flows. Interest on finance lease liabilities is less than \$1 million.

Rental expense related to operating leases approximated \$48 million and \$50 million for the years ended December 31, 2018 and 2017, respectively.

Supplemental cash flow information (*in millions*):

	December 31, 2019	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$	31
Financing cash flows from finance leases ⁽¹⁾	\$	5
ROU assets obtained in exchange for new lease liabilities		
Operating	\$	17
Finance	\$	20

⁽¹⁾ Interest payments from finance lease liabilities is less than \$1 million.

Maturity of lease liabilities as of December 31, 2019 were as follows (*in millions*):

	Operating Lease	Finance Lease
2020	\$ 24	\$ 7
2021	17	6
2022	10	3
2023	6	1
2024	2	—
Thereafter	1	2
Total future lease payments	60	19
Less: interest	(5)	(2)
Present value of lease liabilities	\$ 55	\$ 17

The Company assumed leases with certain former owners of acquired entities for premises utilized by the acquired entities in the performance of their operations. Most of these leases are renewable at the Company's option and contain clauses for payment of real estate taxes, maintenance, insurance and certain other operating expenses of the properties. The aggregated rental expense was approximately \$2 million, \$3 million and \$3 million for the years ended December 31, 2019, 2018, and 2017, respectively. Total future commitments related to these operating leases is approximately \$1 million through 2020.

12. Commitments and Contingencies

The Company is involved in various claims, regulatory agency audits and pending or threatened legal actions involving a variety of matters. The Company has also assessed the potential for additional losses above the amounts accrued as well as potential losses for matters that are not probable but are reasonably possible. The total potential loss on these matters cannot be determined; however, in the Company's opinion, any ultimate liability, to the extent not otherwise recorded or accrued for, will not materially affect the Company's financial position, cash flow or results of operations. These estimated liabilities are based on the Company's assessment of the nature of these matters, their progress toward resolution, the advice of legal counsel and outside experts as well as management's intention and experience.

The Company's business is affected both directly and indirectly by governmental laws and regulations relating to the oilfield service industry in general, as well as by environmental and safety regulations that specifically apply to the Company's business. Although the Company has not incurred material costs in connection with its compliance with such laws, there can be no assurance that other developments, such as new environmental laws, regulations and enforcement policies hereunder may not result in additional, presently unquantifiable, costs or liabilities to the Company. The Company does not accrue for contingent losses that, in its judgment, are considered to be reasonably possible, but not probable. Estimating reasonably possible losses also requires the analysis of multiple possible outcomes that often depend on judgments about potential actions by third parties.

The Company maintains credit arrangements with several banks providing for standby letters of credit, including bid and performance bonds, and other bonding requirements. As of December 31, 2019, the Company was contingently liable for approximately \$11 million of outstanding standby letters of credit and surety bonds. The Company does not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid.

13. Derivative Financial Instruments

The Company is exposed to certain risks relating to its ongoing business operations. The primary risk managed by using derivative instruments is foreign currency exchange rate risk. The Company has entered into certain financial derivative instruments to manage this risk.

The derivative financial instruments the Company has entered into are forward exchange contracts which have terms of less than one year to economically hedge foreign currency exchange rate risk on recognized nonfunctional currency monetary accounts. The purpose of the Company's foreign currency economic hedging activities is to economically hedge the Company's risk from changes in the fair value of nonfunctional currency denominated monetary accounts.

The Company records all derivative financial instruments at their fair value in its consolidated balance sheets. None of the derivative financial instruments that the Company holds are designated as either a fair value hedge or cash flow hedge and the gain or loss on the derivative instrument is recorded in earnings. The Company has determined that the fair value of its derivative financial instruments are computed using level 2 inputs (inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability) in the fair value hierarchy as the fair value is based on publicly available foreign exchange rates at each financial reporting date. As of December 31, 2019 and 2018, the fair value of the Company's foreign currency forward contracts totaled an asset of less than \$1 million and a liability of less than \$1 million. The Company's foreign currency forward contract assets are included in prepaid and other current assets in the consolidated balance sheets and the Company's foreign currency forward contract liabilities are included in other current liabilities in the consolidated balance sheets.

For the years ended December 31, 2019, 2018 and 2017, the Company recorded a loss of \$1 million, a loss of \$1 million and a gain of \$1 million, respectively, related to changes in fair value. All gains and losses were included in other expense in the consolidated statements of operations. The notional principal associated with those contracts was \$15 million, \$20 million and \$37 million as of December 31, 2019, 2018 and 2017, respectively.

As of December 31, 2019, the Company's financial instruments do not contain any credit-risk-related or other contingent features that could cause accelerated payments when the Company's financial instruments are in net liability positions. The Company does not use derivative financial instruments for trading or speculative purposes.

14. Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss) are as follows (*in millions*):

	Foreign Currency Translation Adjustments
Balance at December 31, 2018	\$ (143)
Other comprehensive income	15
Balance at December 31, 2019	\$ (128)

The Company's reporting currency is the U.S. dollar. A majority of the Company's international entities in which there is a substantial investment have the local currency as their functional currency. As a result, foreign currency translation adjustments resulting from the process of translating the entities' financial statements into the reporting currency are reported in other comprehensive income (loss) in accordance with ASC Topic 830 "Foreign Currency Matters".

15. Business Segments

The Company has five operating segments, which are (1) U.S. Energy, (2) U.S. Supply Chain, (3) U.S. Process Solutions, (4) Canada and (5) International. These operating segments were determined based primarily on the geographical markets and secondarily on the distribution channel of the products and services offered. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief executive officer has been identified as the chief operating decision maker. The Company's chief operating decision maker directs the allocation of resources to operating segments based on various metrics of each respective operating segment. The allocation of resources across the operating segments is dependent upon, among other factors, the operating segment's historical or future expected operating margins; the operating segment's historical or future expected return on capital; outlook within a specific market; opportunities to grow profitability; new products or new customer accounts; confidence in management; and competitive landscape and intensity.

The Company has determined that there are three reportable segments: (1) United States, (2) Canada and (3) International. The U.S. Energy, U.S. Supply Chain and U.S. Process Solutions operating segments were not separately reported as they exhibit similar long term economic characteristics, the nature of the products offered are similar, purchase many identical products from outside vendors, have similar customers, sell products directly to end-users and operate in similar regulatory environments. They have been aggregated into the United States reportable segment. Total assets for each reportable segment are those owned or allocated to each segment by the Company's internal management reporting systems and include inter-segment assets that were eliminated for the presentation of total assets in the accompanying consolidated balance sheets.

United States

The Company has approximately 165 locations in the U.S., which are geographically positioned to serve the upstream, midstream and downstream energy and industrial markets.

Canada

The Company has a network of approximately 50 locations in the Canadian oilfield, predominantly in the oil rich provinces of Alberta and Saskatchewan in Western Canada. The Company's Canadian segment primarily serves the energy exploration, production, drilling and midstream business.

International

The Company operates in approximately 20 countries and serves the needs of its international customers from approximately 30 locations outside of the U.S. and Canada, all of which are strategically located in major oil and gas development areas. The Company's International segment primarily serves the energy exploration, production and drilling business.

The following table presents financial information for each of the Company's reportable segments as of and for the year ended December 31 (*in millions*):

	United States	Canada	International	Total
2019				
Revenue	\$ 2,240	\$ 319	\$ 392	\$ 2,951
Operating loss	(6)	(19)	(58)	(83)
Impairment charges	(43)	(27)	(58)	(128)
Depreciation and amortization	30	2	9	41
Property, plant and equipment, net	84	14	22	120
Total assets	948	402	241	1,591
2018				
Revenue	\$ 2,371	\$ 358	\$ 398	\$ 3,127
Operating profit	57	14	2	73
Depreciation and amortization	30	2	9	41
Property, plant and equipment, net	73	12	21	106
Total assets	1,272	399	124	1,795
2017				
Revenue	\$ 1,914	\$ 356	\$ 378	\$ 2,648
Operating profit (loss)	(53)	13	(1)	(41)
Depreciation and amortization	37	3	10	50
Property, plant and equipment, net	81	14	24	119
Total assets	1,207	401	141	1,749

The following table presents a comparison of the approximate sales mix in the principal product categories (*in millions*):

Product Category	December 31,		
	2019	2018	2017
Drilling and production	\$ 711	\$ 691	\$ 625
Pipe	473	587	418
Valves	608	664	541
Fittings and flanges	524	523	419
Mill tool, MRO, safety and other	635	662	645
Total	\$ 2,951	\$ 3,127	\$ 2,648

16. Earnings Per Share (“EPS”)

Basic earnings (loss) per share is based on net income (loss) attributable to the Company’s earnings and is calculated based upon the daily weighted-average number of common shares outstanding during the periods presented. Also, this calculation includes fully vested stock and unit awards that have not yet been issued as common stock. Diluted EPS includes the above, plus unvested stock, unit or option awards granted and vested unexercised stock options, but only to the extent these instruments dilute earnings (loss) per share.

For the year ended December 31, 2019, 2018 and 2017, a total of approximately 8 million, 5 million and 8 million, respectively, of potentially dilutive shares were excluded from the computation of diluted earnings per share due to their antidilutive effect or due to the Company recognizing a net loss for the period.

Basic and diluted earnings (loss) per share follows (*in millions*, except share data):

	December 31,		
	2019	2018	2017
Numerator:			
Net income (loss) attributable to the Company	\$ (97)	\$ 52	\$ (52)
Less: net income attributable to participating securities	—	(1)	—
Net income (loss) attributable to the Company’s stockholders	<u>\$ (97)</u>	<u>\$ 51</u>	<u>\$ (52)</u>
Denominator:			
Weighted-average basic common shares outstanding	108,779,891	108,296,155	107,745,229
Effect of dilutive securities	—	341,489	—
Weighted-average diluted common shares outstanding	<u>108,779,891</u>	<u>108,637,644</u>	<u>107,745,229</u>
Earnings (loss) per share attributable to the Company’s stockholders:			
Basic	<u>\$ (0.89)</u>	<u>\$ 0.47</u>	<u>\$ (0.48)</u>
Diluted	<u>\$ (0.89)</u>	<u>\$ 0.47</u>	<u>\$ (0.48)</u>

ASC Topic 260, “Earnings Per Share,” requires companies with unvested participating securities to utilize a two-class method for the computation of net income attributable to the Company per share. The two-class method requires a portion of net income attributable to the Company to be allocated to participating securities, which are unvested awards of share-based payments with non-forfeitable rights to receive dividends or dividend equivalents, if declared. Net losses are not allocated to nonvested shares in periods that the Company determines that those shares are not obligated to participate in losses. For the periods that the Company recognized net income, net income attributable to the Company allocated to these participating securities was excluded from net income attributable to the Company’s stockholders in the numerator of the earnings per share computation.

17. Stock-based Compensation and Outstanding Awards

Under the terms of the NOW Inc. Long Term Incentive Plan (the “Plan”), 16 million shares of the Company’s common stock were authorized for grant to employees, non-employee directors and other persons. The Plan provides for the grant of stock options, restricted stock awards, restricted stock units, phantom shares and performance stock awards.

Stock-based compensation expense recognized for the years ended December 31, 2019, 2018 and 2017 totaled \$13 million, \$16 million and \$20 million, respectively. The tax effected benefit for share-based compensation arrangements was \$3 million, \$3 million, and \$7 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Each of the stock-based compensation arrangements are discussed below.

Stock Options

Stock option awards are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant. Stock option awards generally have either a 7-year or a 10-year contractual term and vest over a 3-year period from the grant date on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards. The grant-date fair value of stock options is determined using the Black-Scholes framework. Additionally, the Company's stock options provide for full vesting of unvested outstanding options, in the event of a change of control of the Company and a change in the holder's responsibilities following a change in control of the Company.

For the stock options granted in 2019, 2018 and 2017, the fair value of each option award was estimated on the date of grant using the Black-Scholes framework that uses the assumptions noted in the table below. The expected volatility was based on the implied volatility on the Company's stock, historical volatility of the Company's stock and the historical volatility of other, similar companies. The risk-free rate was based on the U.S. Treasury yield curve in effect at the time of grant for the period consistent with the expected term. The expected dividends were based on the Company's history and expectation of dividend payouts. The expected term was based on the average of the vesting period and contractual term.

	December 31,		
	2019	2018	2017
Valuation Assumptions:			
Expected volatility	43.7%	44.2%	37.9%
Risk-free interest rate	2.5%	2.7%	1.9%
Expected dividends (per share)	\$ —	\$ —	\$ —
Expected term (in years)	4.5	4.5	4.5

The following table summarizes award activity for stock options:

Stock Options	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding as of December 31, 2018	5,483	\$ 19.43		
Granted	521	15.30		
Forfeited and expired	(613)	14.19		
Exercised	(265)	10.30		
Outstanding as of December 31, 2019	<u>5,126</u>	<u>\$ 20.11</u>	<u>3.3</u>	<u>\$ 2</u>
Exercisable at December 31, 2019	<u>3,701</u>	<u>\$ 22.88</u>	<u>2.6</u>	<u>\$ —</u>

The weighted average grant-date fair value of options granted for the years ended December 31, 2019, 2018 and 2017 was \$6.02, \$3.95 and \$7.07, respectively. The total intrinsic value of options exercised for the years ended December 31, 2019, 2018 and 2017 was less than \$1 million. As of December 31, 2019, unrecognized compensation cost related to stock option awards was approximately \$4 million, which is expected to be recognized over a weighted average period of 1.3 years. Cash received from exercises of stock options was \$2 million for the year ended December 31, 2019.

Restricted Stock Awards, Restricted Stock Units and Phantom Shares ("RSAs and RSUs")

Restricted stock generally cliff vests after 1, 3 or 6 years. The grant-date fair value of RSA and RSU grants is determined using the closing quoted market price on the grant date. Additionally, the Company's RSA and RSU agreements provide for full vesting of RSAs and RSUs in the event of a change of control of the Company and a change in the holder's responsibilities following a change in control of the Company.

The following table summarizes award activity for RSAs and RSUs:

RSAs / RSUs	Shares (in thousands)	Weighted-Average Grant-Date Fair Value
Nonvested as of December 31, 2018	1,515	\$ 21.78
Granted	465	13.42
Vested ⁽¹⁾	(665)	18.92
Forfeited	(43)	23.55
Nonvested as of December 31, 2019	1,272	\$ 19.38

⁽¹⁾ 216 thousand shares were withheld and retired from the vesting of shares to employees to satisfy minimum tax withholding.

The weighted average grant-date fair value was \$13.42, \$10.82 and \$15.87 for RSAs and RSUs granted for the years ended December 31, 2019, 2018 and 2017, respectively. As of December 31, 2019, unrecognized compensation cost related to RSAs and RSUs was \$7 million, which is expected to be recognized over a weighted average period of 1 year. The total vest-date fair value of shares vested for the years ended December 31, 2019, 2018 and 2017 was \$12 million, \$7 million, and \$12 million, respectively.

Performance Stock Awards (“PSAs”)

PSAs generally have a 3-year vesting period from the grant date and vest at the end of the vesting period with potential payouts varying from zero for performance below the threshold performance metric to 200% of the target award PSAs for performance above the maximum performance metric. The grant-date fair value of market-condition PSA grants is determined using a Monte Carlo simulation probabilistic model. The grant-date fair value of performance-condition PSA grants is determined using the closing quoted market price on the grant date. Additionally, the Company’s performance award agreements provide for full vesting of PSAs at the target level in the event of a change of control of the Company and a change in the holder’s responsibilities following a change in control of the Company.

The Company granted PSAs to senior management employees whereby the PSAs can be earned based on performance against established metrics over a three-year performance period. The PSAs are divided into three independent parts that are subject to separate performance metrics: (i) one-half of the PSAs have a Total Shareholder Return (“TSR”) metric, (ii) one-quarter of the PSAs have an EBITDA metric, and (iii) one-quarter of the PSAs have a Return on Capital Employed (“ROCE”) metric.

Performance against the TSR metric is determined by comparing the performance of the Company’s TSR with the TSR performance of designated peer companies for the three-year performance period. Performance against the EBITDA metric is determined by comparing the performance of the Company’s actual EBITDA average for each of the three-years of the performance period against the EBITDA metrics set by the Company’s Compensation Committee of the Board of Directors. Performance against the ROCE metric is determined by comparing the performance of the Company’s actual ROCE average for each of the three-years of the performance period against the ROCE metrics set by the Company’s Compensation Committee of the Board of Directors.

The following table summarizes award activity for performance stock awards:

PSAs	Shares (in thousands)	Weighted- Average Grant-Date Fair Value
Nonvested as of December 31, 2018	413	\$ 15.13
Granted	217	17.69
Vested ⁽¹⁾	(102)	14.34
Forfeited	(315)	16.78
Nonvested as of December 31, 2019	213	\$ 15.67

⁽¹⁾ 32 thousand shares were withheld and retired from the vesting of shares to employees to satisfy minimum tax withholding.

The weighted average grant-date fair value of PSAs granted for the years ended December 31, 2019, 2018 and 2017 was \$17.69, \$11.81 and \$22.75 respectively. As of December 31, 2019, unrecognized compensation cost related to PSAs was \$2 million, which is expected to be recognized over a weighted average period of 1.3 years. The total vest-date fair value of PSAs vested during the year ended December 31, 2019 was \$2 million.

18. Quarterly Financial Data (Unaudited)

Summarized quarterly results were as follows (*in millions*, except per share data):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Year ended December 31, 2019				
Revenue	\$ 785	\$ 776	\$ 751	\$ 639
Operating expenses				
Cost of products	627	623	601	514
Warehousing, selling and administrative	135	136	136	134
Impairment charges	—	—	—	128
Operating profit (loss)	\$ 23	\$ 17	\$ 14	\$ (137)
Net income (loss)	\$ 18	\$ 14	\$ 10	\$ (139)
Earnings (loss) per share:				
Basic earnings (loss) per common share	\$ 0.17	\$ 0.12	\$ 0.09	\$ (1.27)
Diluted earnings (loss) per common share	\$ 0.16	\$ 0.12	\$ 0.09	\$ (1.27)
Year ended December 31, 2018				
Revenue	\$ 764	\$ 777	\$ 822	\$ 764
Operating expenses				
Cost of products	616	620	654	607
Warehousing, selling and administrative	141	139	142	135
Operating profit	\$ 7	\$ 18	\$ 26	\$ 22
Net income	\$ 2	\$ 14	\$ 20	\$ 16
Earnings per share:				
Basic earnings per common share	\$ 0.02	\$ 0.12	\$ 0.18	\$ 0.14
Diluted earnings per common share	\$ 0.02	\$ 0.12	\$ 0.18	\$ 0.14

19. Employee Bargaining Agreements and Benefit Plans

Collective bargaining agreements

At December 31, 2019, the Company had approximately 4,400 employees, of which approximately 200 were temporary employees. Some of the Company's employees in various foreign locations are subject to collective bargaining agreements. Less than one percent of the Company's employees in the U.S. are subject to collective bargaining agreements.

Benefit plans

The Company has benefit plans covering substantially all of its employees. Defined contribution benefit plans cover most of the U.S. and Canadian employees, and benefits are based on years of service, a percentage of current earnings and matching of employee contributions. For the years ended December 31, 2019, 2018 and 2017, employer contributions for defined contribution plans were \$13 million, \$13 million and \$12 million, respectively, and all funding is current.

The Company has a non-qualified deferred compensation plan (the "NQDC Plan") for certain members of senior management. NQDC Plan assets are invested in mutual funds held in a "rabbi trust," which is restricted for payment to participants of the NQDC Plan. Such equity securities held in a rabbi trust are measured using quoted market prices at the reporting date (Level 1 within the fair value hierarchy) and are included in other assets, with the corresponding liability included in other long-term liabilities in the consolidated balance sheets.

Defined Benefit Pension Plans

The Company sponsors two defined benefit plans in the United Kingdom under which accrual of pension benefits have ceased. Plan member benefits that have previously been accrued are indexed in line with inflation during the period up to retirement in order to protect their purchasing power. The second defined benefit plan was acquired from the John MacLean & Sons Electrical acquisition in March 2015. Net periodic benefit cost for the Company's defined benefit plans aggregated less than \$1 million each year for the years ended December 31, 2019, 2018 and 2017 are included in warehousing, selling and administrative in the consolidated statement of operations.

The change in benefit obligation, plan assets and the funded status of the defined benefit pension plans in the United Kingdom using a measurement date of December 31, 2019 and 2018, are as follows (*in millions*):

At year end	Pension Benefits	
	2019	2018
Benefit obligation at beginning of year	\$ 11	\$ 13
Service cost	—	—
Interest cost	—	—
Actuarial loss (gain)	—	1
Benefits paid	—	—
Participants contributions	—	—
Plan settlements	—	(3)
Foreign currency exchange rate changes	—	—
Acquisitions (disposals)	—	—
Benefit obligation at end of year	<u>\$ 11</u>	<u>\$ 11</u>
Fair value of plan assets at beginning of year	\$ 15	\$ 18
Actual return	1	—
Benefits paid	—	—
Company contributions	—	—
Participants contributions	—	—
Plan settlements	—	(3)
Foreign currency exchange rate changes	—	—
Acquisitions (disposals)	—	—
Fair value of plan assets at end of year	<u>\$ 16</u>	<u>\$ 15</u>
Funded status	5	4
Accumulated benefit obligation at end of year	<u>\$ 11</u>	<u>\$ 11</u>

The net asset is presented within other assets in the consolidated balance sheets.

Assumed long-term rates of return on plan assets and discount rates vary for the different plans according to the local economic conditions. The assumption rates used for benefit obligations are as follows:

	December 31,	
	2019	2018
Discount rate:	2.00% - 2.10%	2.65% - 2.90%

The assumption rates used for net periodic benefit costs are as follows:

	December 31,		
	2019	2018	2017
Discount rate:	2.65% - 2.90%	2.50%	2.70%
Expected return on assets:	3.02% - 3.62%	3.10% - 4.17%	3.27% - 4.27%

In determining the overall expected long-term rate of return for plan assets, the Company takes into consideration the historical experience as well as future expectations of the asset mix involved. As different investments yield different returns, each asset category is reviewed individually and then weighted for significance in relation to the total portfolio.

Both plans have plan assets in excess of projected benefit obligations. The Company expects to pay future benefit amounts on its defined benefit plans of \$1 million or less for each of the next five years and in the aggregate \$2 million for the five years thereafter. The Company expects to contribute less than \$1 million to its defined benefit pension plans in 2020.

The Company and its investment advisers collaboratively reviewed market opportunities using historic and statistical data, as well as the actuarial valuation reports for the plans, to ensure that the levels of acceptable return and risk are well-defined and monitored. Currently, the Company's management believes that there are no significant concentrations of risk associated with plan assets.

The following table sets forth by level, within the fair value hierarchy, the plan's assets carried at fair value (*in millions*):

	Fair Value Measurements			
	Total	Level 1	Level 2	Level 3
December 31, 2019:				
Equity securities	\$ 6	\$ 6	\$ —	\$ —
Fixed income securities	5	5	—	—
Other	5	1	4	—
Total fair value measurements	<u>\$ 16</u>	<u>\$ 12</u>	<u>\$ 4</u>	<u>\$ —</u>
December 31, 2018:				
Equity securities	\$ 5	\$ 5	\$ —	\$ —
Fixed income securities	5	5	—	—
Other	5	—	5	—
Total fair value measurements	<u>\$ 15</u>	<u>\$ 10</u>	<u>\$ 5</u>	<u>\$ —</u>

20. Transactions

During the three months ended June 30, 2019, the Company completed two acquisitions for a net purchase price consideration of approximately \$8 million cash. These acquisitions expand NOW's market in the U.S. The Company completed its preliminary valuations as of the acquisition date of the acquired net assets and recognized goodwill of \$6 million and intangible assets of \$2 million in the United States segment, which are subject to change. The full amount of goodwill recognized is expected to be deductible for income tax purposes. If additional information is obtained about these assets and liabilities within the measurement period (not to exceed one year from the date of acquisition), the Company will refine its estimate of fair value to allocate the purchase price more accurately; any such revisions are not expected to be significant. Acquisition-related costs were less than \$1 million for the year ended December 31, 2019. The Company has not presented supplemental pro forma information because the acquired operations did not materially impact the Company's consolidated operating results.

During the three months ended December 31, 2019, as a result of strategic review of its assets, the Company decided to commit to a plan to divest a business that is primarily in the United States segment selling cutting tools to the aerospace and automotive markets. Since this business did not qualify to be a discontinued operation as it did not represent a strategic shift that would have a major effect on the Company's operations and financial results, the Company classified the business's assets and liabilities as held-for-sale. At December 31, 2019, the carrying value of the net assets held-for-sale was compared to the estimated fair value resulting in a \$9 million impairment charge which was included in impairment charges in the consolidated statements of operations and the remaining \$34 million of assets and \$6 million of liabilities were classified as held-for-sale in the consolidated balance sheets. Subsequent to year end, on January 31, 2020, the Company entered into a definitive agreement and sold the business for \$28 million, subject to customary post-closing working capital and other transaction price adjustments as defined in the transaction agreement.

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