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DRIL-QUIP INC  
Form S-8  
September 05, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 5, 2001  
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

DRIL-QUIP, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

74-2162088  
(I.R.S. Employer  
Identification No.)

13550 HEMPSTEAD HIGHWAY  
HOUSTON, TEXAS  
(Address of Principal Executive Offices)

77040  
(Zip Code)

1997 INCENTIVE PLAN OF DRIL-QUIP, INC.  
(Full title of the plan)

LARRY E. REIMERT  
13550 HEMPSTEAD HIGHWAY  
HOUSTON, TEXAS 77040  
(Name and Address of Agent for Service)

(713) 939-7711  
Telephone Number, Including Area Code,  
of Agent for Service

copy to:  
WALTER J. SMITH  
BAKER & BOTTS, L.L.P.  
3000 ONE SHELL PLAZA  
HOUSTON, TEXAS 77002-4995

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)
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Common Stock, par value

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\$0.01 per share (1)..... 700,000 \$17.05 \$11,935,000

- =====  
 (1) Includes rights to purchase preferred stock associated with the shares of common stock being registered hereby. No separate consideration is payable for the rights to purchase preferred stock. The registration fee for these securities is included in the fee for the common stock.  
 (2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee and based upon the average of the high and low sales price reported on the New York Stock Exchange on August 30, 2001.  
 =====

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-8 (Registration No. 333-47453) filed by Dril-Quip, Inc., a Delaware corporation, with the Securities and Exchange Commission on March 6, 1998 are incorporated herein by reference.

The following documents are filed as a part of this registration statement or incorporated by reference herein:

Exhibit No. -----	Description -----
*4.5 --	1997 Incentive Plan of Dril-Quip, Inc. (as amended March 16, 2001) (Incorporated by reference to Appendix B to the Company's Definitive Proxy Statement dated March 16, 2001, for the Annual Meeting of the Stockholders on May 10, 2001 (SEC File No. 333-47453)).
*4.6 --	Rights Agreement between the Company and ChaseMellon Shareholder Services, L.L.C., rights agent (Incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1 (Registration No. 333-33447)).
5 --	Opinion of Baker Botts, L.L.P.
23.1 --	Consent of Baker Botts L.L.P. (included in Exhibit 5).
23.2 --	Consent of Ernst & Young LLP.
24 --	Powers of Attorney (included on the signature page of this Registration Statement).

\* Incorporated herein by reference as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 31st day of August, 2001.

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DRIL-QUIP, INC.

By: /s/ J. MIKE WALKER

-----  
J. Mike Walker  
Co-Chairman of the Board

POWER OF ATTORNEY

Each person whose signature appears below appoints J. Mike Walker, Gary D. Smith and Larry E. Reimert, and each of them, each of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and any registration statement for the same employee benefit plan filed pursuant to General Instruction E of Form S-8, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 31st day of August, 2001.

Signature -----	Title -----
/s/ LARRY E. REIMERT ----- Larry E. Reimert	Co-Chairman of the Board and D (Co-Principal Executive Offi Principal Financial Officer)
/s/ GARY D. SMITH ----- Gary D. Smith	Co-Chairman of the Board (Co-Principal Executive Offi
/s/ J. MIKE WALKER ----- J. Mike Walker	Co-Chairman of the Board (Co-Principal Executive Offi
/s/ JERRY M. BROOKS ----- Jerry M. Brooks	Chief Financial Officer (Principal Accounting Office
/s/ GARY W. LOVELESS ----- Gary W. Loveless	Director
/s/ JAMES M. ALEXANDER ----- James M. Alexander	Director
/s/ GARY L. STONE -----	Director

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Gary L. Stone

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EXHIBIT INDEX

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