

WEATHERFORD INTERNATIONAL INC /NEW/
Form 424B3
June 05, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED SEPTEMBER 14, 2000)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-44272

WEATHERFORD INTERNATIONAL, INC.

\$910,000,000
ZERO COUPON CONVERTIBLE SENIOR DEBENTURES DUE 2020

9,097,270 SHARES OF COMMON STOCK

This document supplements the prospectus dated September 14, 2000, relating to the debentures and the shares of common stock issuable upon conversion or repurchase of the debentures. This prospectus supplement is incorporated by reference into the prospectus. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Security Holders" in the prospectus dated September 14, 2000. This prospectus supplement replaces and supercedes all prior prospectus supplements.

Our common stock is listed on the New York Stock Exchange under the symbol "WFT." On June 4, 2002, the last reported sales price for our common stock on the New York Stock Exchange was \$47.75 per share.

WE URGE YOU TO CAREFULLY READ THE "FORWARD-LOOKING STATEMENTS" SECTION BEGINNING ON PAGE 4 AND THE "RISK FACTORS" SECTION BEGINNING ON PAGE 7 OF THE PROSPECTUS TOGETHER WITH THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS BEFORE YOU MAKE YOUR INVESTMENT DECISION.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is June 5, 2002.

SELLING SECURITY HOLDERS

We originally sold the debentures to Morgan Stanley & Co. Incorporated on June 30, 2000 in a private placement. Morgan Stanley has advised us that it resold the debentures in transactions exempt from the registration requirements of the Securities Act of 1933 to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in compliance with Rule 144A. These subsequent purchasers (and their respective donees and transferees for no consideration) may from time to time offer and sell any or all of the debentures or the common stock issuable on conversion of the debentures pursuant to this prospectus.

The debentures and the common stock to be offered and sold using this

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prospectus are being registered pursuant to a registration rights agreement between us and Morgan Stanley. In that agreement, we undertook to file a registration statement with regard to the debentures and common stock and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement to which this prospectus relates is intended to satisfy our obligations under that agreement.

The selling security holders named below have advised us that they currently intend to sell the debentures and common stock set forth below pursuant to this prospectus. Additional selling security holders may choose to sell debentures and common stock from time to time upon notice to us. See "Plan of Distribution".

Before a security holder may use this prospectus in connection with an offering of securities, this prospectus will be supplemented to include the name and amount of debentures and common stock beneficially owned by the selling security holder and the amount of debentures and common stock to be offered. Any prospectus supplement will also disclose whether any selling security holder selling in connection with that prospectus supplement has held any position, office or other material relationship with us or any of our predecessors or affiliates during the three years prior to the date of the prospectus supplement.

The following table is based solely on information provided by the selling security holders. This information represents the most current information provided to us by security holders. Some security holders may have reduced or increased their positions in the debentures from the amounts shown below and not yet informed us of the change. In that case, the amounts shown below may total more or less than \$910,000,000. To the extent the total of the amounts of debentures beneficially owned shown below is less than \$910,000,000, the shortfall represents amounts beneficially owned but not yet reported to us. To the extent such total exceeds \$910,000,000, such total includes duplicative amounts. In no case will more than \$910,000,000 aggregate principal amount at maturity of debentures be sold using this prospectus and all supplements to this prospectus.

| SELLING SECURITY HOLDER | AMOUNT OF DEBENTURES BENEFICIALLY OWNED | PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED | AMOUNT OF DEBENTURES TO BE SOLD (1) | NUMBER OF SHARES OF COMMON STOCK BENEFICIALLY OWNED (2) |
|---|--|--|---|--|
| Allstate Life Insurance Company..... | \$ 8,500,000 | * | \$ 8,500,000 | 385,974 |
| Arbitex Master Fund, L.P..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Aristeia International, Ltd..... | 11,160,000 | 1.2% | 11,160,000 | 111,566 |
| Aristeia Trading L.P..... | 6,840,000 | * | 6,840,000 | 68,379 |
| Banc of America Securities LLC..... | 25,000,000 | 2.7 | 25,000,000 | 249,925 |
| Bankers Trust Company, Trustee for Daimler Chrysler Corp. Emp. #1 Pension Plan Dtd. 4/1/89..... | 5,555,000 | * | 5,555,000 | 55,533 |
| BBT Fund, L.P..... | 2,000,000 | * | 2,000,000 | 19,994 |
| Bear, Stearns & Co., Inc. | 24,500,000 | 2.7 | 24,500,000 | 244,926 |
| Black Diamond Offshore, Ltd..... | 6,651,000 | * | 6,651,000 | 66,490 |
| CFFX, LLC..... | 7,000,000 | * | 7,000,000 | 69,979 |
| Chrysler Corporation Master Retirement Trust..... | 4,010,000 | * | 4,010,000 | 40,087 |

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| SELLING SECURITY HOLDER | AMOUNT OF DEBENTURES BENEFICIALLY OWNED | PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED | AMOUNT OF DEBENTURES TO BE SOLD (1) | NUMBER OF SHARES OF COMMON STOCK BENEFICIALLY OWNED (2) |
|---|---|---|-------------------------------------|---|
| Clinton Riverside Convertible Portfolio Limited..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Conseco Annuity Assurance Company Multi-Bucket Annuity Convertible Bond Fund..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Conseco Fund Group Convertible Securities Fund..... | 2,000,000 | * | 2,000,000 | 19,994 |
| Conseco Health Insurance Company Convertible..... | 500,000 | * | 500,000 | 4,998 |
| Conseco Senior Health Insurance Company Convertible..... | 500,000 | * | 500,000 | 4,998 |
| Deephaven Domestic Convertible Trading Ltd..... | 21,000,000 | 2.3 | 21,000,000 | 209,937 |
| Deeprook & Co..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Delta Air Lines Master Trust (c/o Oaktree Capital Management, LLC)... | 1,830,000 | * | 1,830,000 | 18,294 |
| Deutsche Bank Securities, Inc.(3).... | 116,175,000 | 12.8 | 116,175,000 | 1,161,401 |
| Double Black Diamond Offshore, LDC... | 27,065,000 | 3.0 | 27,065,000 | 270,568 |
| Forest Alternative Strategies Fund II LP A5M..... | 780,000 | * | 780,000 | 7,797 |
| Forest Convertible Fund..... | 560,000 | * | 560,000 | 5,598 |
| Forest Fulcrum Fund LP..... | 1,180,000 | * | 1,180,000 | 11,796 |
| Forest Global Convertible Fund(3).... | 31,950,000 | 3.5 | 31,950,000 | 319,404 |
| Forest Performance Fund LP..... | 780,000 | * | 780,000 | 7,797 |
| Franklin and Marshall College..... | 375,000 | * | 375,000 | 3,748 |
| Gaia Offshore Master Fund Ltd..... | 10,000,000 | 1.1 | 10,000,000 | 99,970 |
| Goldman Sachs and Company..... | 6,500,000 | * | 6,500,000 | 64,980 |
| Granville Capital Corporation..... | 25,000,000 | 2.7 | 25,000,000 | 249,925 |
| Highbridge International LLC(4)..... | 57,000,000 | 6.3 | 57,000,000 | 569,829 |
| Jersey (IMA) Ltd..... | 1,800,000 | * | 1,800,000 | 17,994 |
| J.P. Morgan Securities, Inc..... | 13,000,000 | 1.4 | 13,000,000 | 129,961 |
| KBC Financial Products..... | 7,000,000 | * | 7,000,000 | 69,979 |
| Libertyview Funds L.P..... | 8,000,000 | * | 8,000,000 | 79,976 |
| LLT Limited..... | 4,870,000 | * | 4,870,000 | 48,685 |
| Lutheran Brotherhood..... | 7,000,000 | * | 7,000,000 | 102,819 |
| Lydian Overseas Partners-Master Fund(5)..... | 45,500,000 | 5.0 | 45,500,000 | 454,863 |
| Lyxer Master Fund..... | 34,800,000 | 3.8 | 34,800,000 | 347,895 |
| Man Convertible Bond Master Fund, Ltd..... | 1,259,000 | * | 1,259,000 | 12,586 |
| McMahan Securities Co. L.P..... | 2,000,000 | * | 2,000,000 | 19,994 |
| Merrill, Lynch, Pierce, Fenner and Smith, Inc..... | 18,500,000 | 2.0 | 18,500,000 | 184,944 |
| Morgan Stanley & Co. Incorporated..... | 26,000,000 | 2.9 | 26,000,000 | 283,906 |
| Morgan Stanley Dean Witter Convertible Securities Trust..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Motion Picture Industry Health Plan -- Active Member Fund..... | 590,000 | * | 590,000 | 5,898 |

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|--|-----------|---|-----------|--------|
| Motion Picture Industry Health Plan -- Retiree Member Fund..... | 290,000 | * | 290,000 | 2,899 |
| Nicholas Applegate Capital Management Investment Grade Convertible..... | 22,000 | * | 22,000 | 219 |
| OCM Convertible Trust..... | 1,695,000 | * | 1,695,000 | 16,944 |
| Partner Reinsurance Company Ltd..... | 985,000 | * | 985,000 | 9,847 |

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| SELLING SECURITY HOLDER ----- | AMOUNT OF DEBENTURES BENEFICIALLY OWNED ----- | PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED ----- | AMOUNT OF DEBENTURES TO BE SOLD (1) ----- | NUMBER OF SHARES OF COMMON STOCK BENEFICIALLY OWNED (2) ----- |
|--|---|---|--|---|
| Penn Treaty Network America Insurance Company..... | 450,000 | * | 450,000 | 4,498 |
| Peoples Benefit Life Insurance Company..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Peoples Benefit Life Insurance Company (Teamsters Separate Account)..... | 20,000,000 | 2.2 | 20,000,000 | 199,940 |
| RBC Capital Services Inc. | 623,000 | * | 623,000 | 6,228 |
| Retail Clerks Pension Trust..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Royal Bank of Canada..... | 6,000,000 | * | 6,000,000 | 59,982 |
| S.A.C. Capital Associates, LLC..... | 5,892,000 | * | 5,892,000 | 113,292 |
| Sagamore Hill Hubb Fund LTD..... | 15,000,000 | 1.6 | 15,000,000 | 149,955 |
| SG Cowan Securities Corp..... | 5,000,000 | * | 5,000,000 | 49,985 |
| Spear, Leeds & Kellogg..... | 4,000,000 | * | 4,000,000 | 39,988 |
| St. Albans Partners Ltd..... | 10,000,000 | 1.1 | 10,000,000 | 99,970 |
| St. Thomas Trading, Ltd..... | 2,066,000 | * | 2,066,000 | 20,653 |
| State Employees' Retirement Fund of the State of Delaware..... | 2,030,000 | * | 2,030,000 | 20,293 |
| State of Connecticut Combined Investment Funds..... | 4,495,000 | * | 4,495,000 | 44,936 |
| State Street Bank, Custodian for GE Pension Trust..... | 2,745,000 | * | 2,745,000 | 27,441 |
| Structured Enhanced Trust Securities No. 2000-12(6)..... | 109,000,000 | 12 | 109,000,000 | 1,089,673 |
| Sylvan IMA Ltd..... | 12,530,000 | 1.4 | 12,530,000 | 125,262 |
| Teachers Insurance and Annuity Association..... | 11,000,000 | 1.2 | 11,000,000 | 109,967 |
| UBS O'Connor LLC F/b/o UBS Global Equity Arbitrage Master Limited(7)..... | 75,000,000 | 8.2 | 75,000,000 | 749,775 |
| UBS Warburg LLC(8)..... | 66,500,000 | 7.3 | 66,500,000 | 664,800 |
| Vanguard Convertible Securities Fund, Inc..... | 6,075,000 | * | 6,075,000 | 60,731 |
| White River Securities L.L.C..... | 24,500,000 | 2.7 | 24,500,000 | 244,926 |
| Wilmington Trust Company, as Owner and Trustee for the Forrestal Funding Master Trust..... | 10,000,000 | 1.1 | 10,000,000 | 99,970 |
| Worldwide Transactions, Ltd..... | 1,284,000 | * | 1,284,000 | 12,836 |
| Zurich HRF Master Hedge Fund..... | 280,000 | * | 280,000 | 2,799 |

* Less than 1%

- (1) Because a selling security holder may sell all or a portion of the debentures and common stock pursuant to this prospectus, no estimate can be given as to the number or percentage of debentures and common stock that the selling security holder will hold upon termination of any sales.
- (2) Includes shares of common stock issuable upon conversion of the debentures. None of the selling security holders beneficially owns one percent or more of the common stock.
- (3) The address of Deutsche Bank Securities is 1251 Avenue of the Americas, 26th Floor, New York, New York 10020.
- (4) The address of Highbridge International LLC is 767 5(th) Ave, 23(rd) Floor, New York, New York 10153.
- (5) The address of Lydian Overseas Partners-Master Fund is c/o Lydian Asset Management L.P., 101 East 52nd Street, 36th Floor, New York, New York 10022.
- (6) The address of Structured Enhanced Trust Securities No. 2000-12 is c/o The Chase Manhattan Bank, 600 Travis, 50th Floor, Houston, Texas 77002.
- (7) The address of UBS O'Connor LLC F/b/o UBS Global Equity Arbitrage Master Limited is 141 Jackson Blvd, Chicago, Illinois 60604.
- (8) The address of UBS Warburg LLC is 677 Washington Blvd., 9-N, Stamford, CT 06901.

None of the selling security holders named above has, within the past three years, held any position, office or other material relationship with us or any of our predecessors or affiliates, except as noted above.

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