

WEATHERFORD INTERNATIONAL LTD

Form 8-K

December 02, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 1, 2008**

**WEATHERFORD INTERNATIONAL LTD.**

(Exact name of registrant as specified in charter)

**Bermuda**

(State of Incorporation)

**1-31339**

(Commission File No.)

**98-0371344**

(I.R.S. Employer Identification No.)

**515 Post Oak Blvd., Suite 600, Houston, Texas**

(Address of Principal Executive Offices)

**77027-3415**

(Zip Code)

**Registrant's telephone number, including area code: (713) 693-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

In connection with the registration by Weatherford International Ltd. ( Weatherford ) of the resale of 2,823,388 common shares of Weatherford, US \$1.00 par value (the Shares ), Weatherford is filing the opinion of Conyers Dill & Pearman regarding the validity of the Shares as part of this current report on Form 8-K that is to be incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-150764), as supplemented by the Prospectus Supplement dated December 1, 2008 relating to the Shares filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. The opinion of Conyers Dill & Pearman is filed herewith as Exhibit 5.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit Number**

**Description**

5.1	Opinion of Conyers Dill & Pearman regarding the validity of the Shares.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 1, 2008

WEATHERFORD INTERNATIONAL LTD.

By: /s/ Burt M. Martin  
Name: Burt M. Martin  
Title: General Counsel