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FMC TECHNOLOGIES INC  
Form 425  
May 19, 2016

Filed by FMC Technologies, Inc.

pursuant to Rule 425 under the Securities Act of 1933, as amended  
and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934, as amended

Subject Companies: FMC Technologies, Inc., Technip S.A. and FMC Technologies SIS Limited

Date: May 19, 2016

This filing relates to a proposed business combination involving  
FMC Technologies, Inc., Technip S.A. and FMC Technologies SIS Limited  
(Subject Company Commission File No.: 001-16489)

## **FMC Technologies Employee Letter**

May 19, 2016

Dear FMC Technologies Employees,

We are excited to announce that FMC Technologies and Technip will combine to create a global leader that will drive change by redefining the production and transformation of oil and gas. The companies have entered into a Memorandum of Understanding and expect to execute a definitive business combination agreement under which the companies will combine in an all-stock merger. The combined company will be called TechnipFMC. A copy of the press release is attached.

This decision was made after thoughtful consideration and planning, and we are enthusiastic about the benefits it will bring. FMC Technologies and Technip are a great fit – we share many of the same values and have similar cultures. As you know, we have been engaged with Technip in an alliance and joint venture, Forsys Subsea, since last year, and we believe the success of this partnership and demand from customers has demonstrated that there will be additional opportunities through a combination of our two companies. We believe that a combination with Technip will advance our strategic objectives.

Together, we will be a leader in Subsea, Surface and Onshore-Offshore, driven by technology and innovation. The combined company will also have a flexible commercial model that will provide both integrated and discrete solutions to customers across the value chain. In addition, FMC Technologies and Technip will have a broader portfolio of solutions that will increase innovation, improve execution, reduce costs and enhance customer success.

We expect that, with enhanced scale and global presence, there will be expanded opportunities for personal development and career growth for employees of the combined company. There will be some overlap in certain job functions. However, our objective will be to create the strongest possible base of employee talent. This combination is about growth, and we are confident that we will be stronger together.

Keep in mind that, until the transaction closes, FMC Technologies and Technip will continue to operate separately. This means you must interact with your counterparts as you normally would. FMC Technologies employees should not discuss anything with Technip employees related to the transaction. Any conversations outside the normal course of business must be cleared by our legal department. We will rely on you to remain focused on your daily responsibilities and committed to our core values.

Following the closing of the transaction, Technip Chairman and CEO, Thierry Pilenko, will serve as Executive Chairman of TechnipFMC's Board of Directors, and Doug Pferdehirt will serve as TechnipFMC's Chief Executive Officer. The combined company's board of directors will consist of seven members designated by FMC Technologies and seven members designated by Technip. TechnipFMC will have its operational headquarters in Paris (where the Executive Chairman will have his principal office), in Houston (where the CEO will have his principal office), and in London (where the Forsys Subsea JV is headquartered and the new corporation will be domiciled).

We believe that the combined company will benefit from the expertise of both companies' employees and leaders. Together with Technip, we will establish a team to develop a detailed and thoughtful integration plan to make the post-closing transition as seamless, efficient and productive as possible. Because FMC Technologies and Technip already know each other well, we are confident that it will be a smooth integration upon closing of the transaction.



We expect to complete the combination in early 2017, subject to the approval of both FMC Technologies and Technip shareholders, regulatory approvals and consents, as well as other customary closing conditions.

We have included a list of FAQs to help answer some of the questions you may have about today's announcement. Of course, we will make every effort to keep you informed throughout this process, keeping in mind that there are certain legal and regulatory requirements that we must follow. We know that we can count on you to maintain the same high level of professionalism that has made FMC Technologies an industry leader. We will continue to provide you with updates as they become available.

It is likely that this announcement will generate interest from media and other outside parties, and it is important that the Company speaks with one voice. If you receive any inquiries, please refer them to Lisa Albiston at [lisa.albiston@fmcti.com](mailto:lisa.albiston@fmcti.com) or 281-931-2513.

We are enthusiastic about this new chapter in our partnership with Technip, and hope you share our excitement. On behalf of our Board of Directors and management team, thank you for your continued hard work and dedication to FMC Technologies.

Sincerely,

John Gremp  
Chairman & CEO

Doug Pferdehirt  
President & COO

## **FMC Technologies Employee FAQ**

### **1. What did we announce?**

We announced today that FMC Technologies and Technip will combine to create a global leader that will drive change by redefining the production and transformation of oil and gas. The companies have entered into a Memorandum of Understanding and expect to execute a definitive business combination agreement under which the companies will combine in an all-stock merger with an equity value of \$13 billion based on pre-announcement share prices. The combined company will be called TechnipFMC.

Find the full press release linked at

<http://www.prnewswire.com/news-releases/fmc-technologies-and-technip-to-combine-driving-change-by-redefining-the-pro>

### **2. Who is Technip?**

Technip is a world leader in project management, engineering and construction for the energy industry.

From the deepest subsea oil and gas developments to the largest and most complex Offshore and Onshore infrastructures, which will comprise downstream infrastructure design and execution based on proprietary technology, Technip offers solutions and technologies to meet the world's energy challenges.

With operations in 45 countries and close to 33,000 people, Technip has state-of-the-art industrial assets on six continents and operates a fleet of specialized vessels for pipeline installation and subsea construction.

### **3. Why are we combining?**

Together, we will create significant additional value for the shareholders of both companies by expanding on the success we have achieved through our alliance and joint venture.

The combination of FMC Technologies and Technip shall drive change by redefining the production and transformation of oil and gas.

Together, we will be a leader in Subsea, Surface and Onshore-Offshore, driven by technology and innovation.

The combined company will have a flexible commercial model that provides integrated and discrete solutions to customers across the value chain.

In addition, the combined company's broader portfolio of solutions will increase innovation, improve execution, reduce costs and enhance customer success.

**4. What is a Memorandum of Understanding?**

A Memorandum of Understanding, or MOU, is a formal agreement between two or more parties outlining the terms and details of a mutual understanding. Though MOUs are not legally binding, they are considered serious documents by the law and signal that an official legal contract is imminent. FMC Technologies and Technip expect to complete the combination in early 2017.

**5. What does this mean for me?**

Until the transaction is complete, which we expect to occur in early 2017, FMC Technologies and Technip remain separate companies and will continue to be joint venture partners through Forsys Subsea.

At this time, the most important thing you can do is continue to focus on your responsibilities while conducting safe operations. Our customers are counting on us to deliver and to consistently meet their needs in the safest and most efficient manner.

You should not share information with your Technip counterparts or otherwise coordinate until the transaction is completed.

We appreciate your continued focus and commitment.

**6. Will this announcement have an immediate effect on day-to-day operations?**

No. Until the transaction closes we will continue to operate as an independent company.

We are relying on all employees to continue serving our customers with the same quality and commitment they've come to expect from us.

While we are very excited about the transaction and what it will mean for our business in the long-term, in the near-term our top priority will be continuing to operate as usual. You should not share information with your Technip counterparts or otherwise coordinate until the transaction is completed.

The most important thing everyone can do is stay engaged, flexible and focused on your day-to-day responsibilities, maintain a safe work environment and continue to provide exceptional customer service.

**7. Should we expect changes to compensation and benefits? What about other corporate programs?**

Until the transaction is complete, which we expect to occur in early 2017, FMC Technologies and Technip will remain separate companies and continue to be joint venture partners through Forsys Subsea.

Your salary and benefits remain unchanged as a result of this MOU.

The combined company will be committed to providing comprehensive and competitive compensation and benefits for all employees.

**8. Will there be new opportunities in terms of jobs or relocation?**

We expect that, with greater scale and an enhanced global presence, there will be expanded opportunities for personal development and career growth for employees of the combined company.

We expect to communicate opportunities to employees as they are identified through the integration process after completing the transaction.

**9. Will there be layoffs as a result of this transaction? What about consolidation of offices or manufacturing facilities?**

This combination is about positioning our business for growth, which we expect to translate into increased opportunities for many employees as we benefit from being part of a larger, more diverse company.

As we plan for the integration after closing, we cannot exclude that there may be some areas of overlap in certain job functions, but it is too early to assess this.

We are dedicated to making all decisions promptly and committed to treating all employees at both companies fairly and with respect as we move through this process.

Overall, we expect that, with greater scale and an enhanced global presence, there will be expanded opportunities for personal development and career growth for employees of the combined company.



We will expand the integration planning team to include representatives of both companies to help develop a detailed and thoughtful integration plan to make the post-closing transition as seamless, efficient and productive as possible.

We recognize that job security and compensation are on the minds of our employees and we are committed to keeping you informed as we move through this process.

The most important thing everyone can do is stay engaged, flexible and focused on your day-to-day responsibilities, maintain a safe work environment and continue to provide exceptional customer service.

**10. Who is on the integration planning team? Can I join the integration planning team?**

Over the coming weeks and months, we will expand the integration planning team to include representatives of both companies to help develop a detailed and thoughtful integration plan to make the post-closing transition as seamless, efficient and productive as possible.

Employees will be directly informed if named to the integration planning team. Otherwise, you should not share information with your Technip counterparts or otherwise coordinate until the transaction is completed.

**11. How can we keep up with the progress of the integration?**

Until the transaction is complete, FMC Technologies and Technip remain separate companies and continue our joint venture partnership through Forsys Subsea.

We will only be planning for the integration the execution of the plan will not happen until the transaction is complete, which we expect will occur in early 2017.

We will keep employees informed of important updates as we move through this process.

**12. Who will lead the combined company?**

While there are still many decisions that have yet to be made, there are a number of important post-closing details we can share with you now:

Technip Chairman and CEO, Thierry Pilenko, will serve as Executive Chairman of the TechnipFMC Board of Directors. Doug Pferdehirt, our President and COO, will serve as CEO of TechnipFMC. FMC Technologies announced on May 9, 2016 that Doug Pferdehirt will be appointed as CEO of FMC Technologies effective September 1, 2016.

Following the closing of the transaction, the Board of Directors of the new company will consist of seven members designated by FMC Technologies, including Doug Pferdehirt, and seven members designated by Technip, including Thierry Pilenko.

**13. Where will the new company be headquartered?**

TechnipFMC will have its operational headquarters in Paris, France, (where the Executive Chairman will have his principal office) and in Houston, Texas, USA (where the CEO will have his principal office), and in London, United Kingdom (where the Forsys Subsea JV is headquartered and the new corporation will be domiciled).

**14. What will happen to the FMC Technologies and Technip brands?**

We have only just announced this combination and there are many decisions that will need to be made in the coming months.

The combined company will be called TechnipFMC.

**15. What would happen / change at our joint venture?**

As you know, we have been engaged in an alliance and joint venture, Forsys Subsea, since last year, and we believe the success of this partnership and demand from customers has demonstrated additional opportunity through a combination of our two companies.

Until this transaction closes, which we expect to occur in early 2017, we will continue to operate as separate companies, and our alliance and joint venture will continue unchanged.

**16. How do the two cultures compare?**

We believe FMC Technologies and Technip are a great fit – we share many of the same values and have similar cultures.

As you know, we have been engaged in an alliance and joint venture, Forsys Subsea, since last year, and we believe the success of this partnership and demand from customers has demonstrated additional opportunity through a combination of our two companies.

**17. When will the business combination be completed? What approvals are required?**

The companies expect to complete the transaction in early 2017, subject to the approval of both FMC Technologies and Technip shareholders, regulatory approvals and consents, as well as other customary closing conditions.

**18. What will this mean for customers?**

This transaction will allow us to deliver more benefits to our customers through a broadened portfolio that provides a unique set of integrated technologies and competencies that are underpinned by a history of developing rich partnerships and creating customer success.

Together, we will have a comprehensive and flexible offering across each market from concept to project delivery and beyond. We look forward to providing integrated and discrete solutions across the value chain.

In addition, we will have a broader portfolio of solutions to increase innovation, improve execution, reduce costs and enhance customer success.

Until this transaction closes, which we expect to occur in early 2017, we will continue to operate as separate companies, and our alliance and joint venture will continue unchanged. Our relationships with our customers remain our top priority.

This announcement will not have any impact on our day-to-day operations and it remains business as usual. Your contacts will remain the same.

**19. Where will the combined company's stock trade?**

TechnipFMC will trade on the New York Stock Exchange and on the Paris Euronext Stock Exchange.

**20. Can I talk to people I know at the other company about this transaction?**

Until the transaction closes, FMC Technologies and Technip will continue to operate separately. This means you must interact with your Technip counterparts as you normally would.

For those employees at Forsys Subsea, you can continue to interact with your joint venture colleagues as normal, however, Forsys Subsea employees should not discuss anything related to the transaction.

Any conversations outside the normal course of business must be cleared by our legal department.

**21. What should I say if I am asked about this announcement?**

If our customers ask about the merger, we ask that you emphasize that it is business as usual and that our relationship with them continues to remain our top priority.

With respect to questions you may get from others outside the company – such as investors, analysts, or the media – please note that employees, except for certain company executives, are not authorized to speak publicly or communicate externally, including on social media channels, about this announcement on the Company's behalf.

To that end, if you receive any inquiries, please refer them to Corporate Communications.

**22. How can I get more information?**

As always, we are committed to operating with transparency and keeping you informed throughout this process.

We will continue to provide you with updates as they become available.

### Forward-Looking Statements

This communication contains forward-looking statements. All statements other than statements of historical fact contained in this report are forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended (the Securities Act), and Section 21E of the United States Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words believe, expect, anticipate, plan, intend, foresee, should, would, could, outlook and similar expressions, including the negative thereof. The absence of these words, however, does not mean that the statements are not forward-looking. These forward-looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate.

Factors that could cause actual results to differ materially from those in the forward-looking statements include failure to obtain applicable regulatory or stockholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; failure to obtain favorable opinions from counsel for each company to the effect of how TechnipFMC PLC (TechnipFMC) should be treated for United States tax purposes as a result of the proposed transaction; risks associated with tax liabilities, or changes in United States federal or international tax laws or interpretations to which they are subject, including the risk that the Internal Revenue Service disagrees that TechnipFMC is a foreign corporation for United States federal tax purposes; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; reductions in client spending or a slowdown in client payments; unanticipated changes relating to competitive factors in the companies industries; ability to hire and retain key personnel; ability to successfully integrate the companies businesses; the potential impact of announcement or consummation of the proposed transaction on relationships with third parties, including clients, employees and competitors; ability to attract new clients and retain existing clients in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their clients; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties critical accounting estimates and legal proceedings; and the parties international operations, which are subject to the risks of currency fluctuations and foreign exchange controls.

All of our forward-looking statements involve risks and uncertainties (some of which are significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties businesses, including those described in FMC Technologies Inc. s (FMC Technologies) Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time by FMC Technologies and TechnipFMC with the United States Securities and Exchange Commission (the SEC) and those described in Technip S.A. s (Technip) annual reports, registration documents and other documents filed from time to time with the French financial markets regulator (*Autorité des Marchés Financiers* or the AMF). We wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.

Important Additional Information Will be Filed with the SEC

TechnipFMC will file with the SEC a registration statement on Form S-4, which will include the proxy statement of FMC Technologies that also constitutes a prospectus of TechnipFMC (the proxy statement/prospectus ). INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and stockholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and stockholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC on FMC Technologies website at [www.fmctechnologies.com](http://www.fmctechnologies.com) (for documents filed with the SEC by FMC Technologies) or on Technip's website at [www.technip.com](http://www.technip.com) (for documents filed with the SEC with Technip).

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Important Additional Information Will be Made Available in an Information Document

Technip will prepare an information document to be made available in connection with the Technip meeting of stockholders called to approve the proposed transaction (the Report ). INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE INFORMATION DOCUMENT, AND OTHER RELEVANT DOCUMENTS TO BE PUBLISHED ON THE TECHNIP WEBSITE, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and stockholders will be able to obtain free copies of the information document from Technip on its website at [www.technip.com](http://www.technip.com) or by contacting Technip's Investor Relations.

Important Additional Information Will be Made Available in a Prospectus Prepared in accordance with the EU Prospectus Directive

TechnipFMC will make publicly available a prospectus, prepared in accordance with the EU Prospectus Directive 2003/71/EC, with respect to the issuance of new shares as a result of the proposed transaction and their admission to trading on the regulated market of Euronext Paris (including any supplement thereto, the Admission Prospectus ). INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE ADMISSION PROSPECTUS, AND OTHER RELEVANT DOCUMENTS, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and stockholders will be able to obtain free copies of the Admission Prospectus from TechnipFMC when available.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Participants in Solicitation

FMC Technologies, Technip, TechnipFMC and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of FMC Technologies and Technip, respectively, in respect of the proposed transactions contemplated by the proxy statement/prospectus and the Report. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of FMC Technologies and Technip, respectively, in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information regarding FMC Technologies' directors and executive officers is contained in FMC Technologies' Annual Report on Form 10-K for the year ended December 31, 2015 and its Proxy Statement on Schedule 14A, dated March 25, 2016, which are filed with the SEC and can be obtained free of charge from the sources indicated above. Information regarding Technip's directors and executive officers is contained in Technip's annual report for the year ended December 31, 2015 filed with the AMF and can be obtained free of charge from the sources indicated above.