

**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) March 27, 2023 (March 24, 2023)

NOW INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36325
(Commission
File Number)

46-4191184
(IRS Employer
Identification No.)

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

77041
(Zip Code)

Registrant's telephone number, including area code: 281-823-4700

(Former name or former address, if changed since last report.)

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:

- 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 14d-2(b) 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 24, 2023, the Board of Directors (the “Board”) of NOW Inc. (the “Company”) elected Karen David-Green as an independent member of the Board, effective March 24, 2023. Ms. David-Green has not been appointed to any committees of the Board at this time. Ms. David-Green will receive compensation for her services as a director consistent with that provided to the Company’s other non-employee directors, as previously disclosed in the Company’s annual proxy statement.

Ms. David-Green, age 54, is the Chief Communications, Stakeholder and Sustainability Officer at Expro Group. Ms. David-Green received a Bachelor of Business Administration in Finance from The University of Texas at Austin in 1990.

There are no family relationships among any of the Company’s directors or executive officers and Ms. David-Green. There are no arrangements or understandings between Ms. David-Green and any other person regarding her selection as a director. Ms. David-Green does not have any direct or indirect interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. David-Green’s appointment is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits*

The following exhibit is provided as part of the information furnished under Item 5.02 of this Current Report on Form 8-K:

- 99.1 [NOW Inc. press release dated March 27, 2023 announcing the appointment of Karen David-Green to the Board.](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: March 27, 2023

NOW INC.

/s/ Raymond W. Chang

Raymond W. Chang

Vice President & General Counsel



NOW Inc. Announces Appointment of Karen David-Green to the Board of Directors

HOUSTON—(BUSINESS WIRE)—March 27, 2023—NOW Inc. (NYSE:DNOW) announced today that Karen David-Green has been appointed to the Company’s Board of Directors effective March 24, 2023. Ms. David-Green’s term will expire at the 2023 annual stockholders’ meeting.

Ms. David-Green has served as the Chief Communications, Stakeholder and Sustainability Officer at Expro Group, a publicly traded company listed on the New York Stock Exchange, since 2021. Prior to joining Expro Group, Ms. David-Green was part of Weatherford International plc for ten years, where she last served as Senior Vice President, Stakeholder Engagement & Chief Marketing Officer. Prior to joining the energy industry, Ms. David-Green spent 15 years on Wall Street, where she held roles of increasing responsibility at various investment banks.

David Cherechinsky, NOW Inc.’s President and Chief Executive Officer, said “We are excited to welcome Karen to the NOW Inc. Board of Directors. Karen brings important experience to the board and the Company. We believe she will provide valuable perspectives as we continue to pursue and execute our strategy to enhance value for DNOW stockholders.”

Dick Alario, NOW Inc.’s Chairman of the Board, said “The addition of Ms. David-Green to our Board complements our board of directors’ skills and experiences. Karen’s appointment is also in keeping with our commitment to increase the gender diversity of DNOW’s Board of Directors. Karen is a valuable addition to the Board and I am delighted to welcome her.”

With the appointment of Ms. David-Green, the Company’s Board of Directors is now comprised of nine Directors, eight of whom are external and independent including the Chairman of the Board of Directors, three of which are women and one of which is of an ethnically diverse background.

DistributionNOW is a worldwide supplier of energy and industrial products and packaged, engineered process and production equipment with a legacy of 160 years. Headquartered in Houston, Texas, with approximately 2,425 employees and a network of locations worldwide, we offer a broad set of supply chain solutions combined with a suite of digital solutions branded as DigitalNOW® that provide customers world-class technology for digital commerce, data and information management. Our locations provide products and solutions to exploration and production companies, midstream transmission and storage companies, refineries, chemical companies, utilities, mining, municipal water, manufacturers, engineering and construction companies as well as companies operating in the decarbonization, energy transition and renewables end markets.

Source: NOW Inc.

NOW Inc.

Brad Wise, (281) 823-4006

Vice President of Digital Strategy and Investor Relations