
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Weatherford International public limited company
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)
Weststrasse 1
6340 Baar, Switzerland
(Address of Principal Executive Offices)

98-0606750
(I.R.S. Employer
Identification Number)

CH 6340
(Zip Code)

Weatherford International plc 2010 Omnibus Incentive Plan (As Amended and Restated)
(Full title of the plan)

Christina M. Ibrahim
Weatherford International plc
Executive Vice President, General Counsel and Corporate Secretary
2000 St. James Place
Houston, Texas 77056
(713) 836-4000

(Name, address and telephone number, including area code, of agent for service)

with copy to:
John M. Greer
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, Texas 77002
(713) 546-5400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share⁽¹⁾	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee
Ordinary Shares, par value \$0.001	21,000,000 ⁽²⁾	3.47	\$72,870,000	\$8,445.63

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), and based upon the average of the high and low sales prices of an Ordinary Share, par value \$0.001 per share, as reported by the New York Stock Exchange, Inc. on July 7, 2017.
- (2) The Ordinary Shares of Weatherford International plc being registered hereby are related to the Weatherford International plc 2010 Omnibus Incentive Plan. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement also covers an indeterminate number of additional securities as may be offered or issued as a result of the anti-dilution provisions of the Weatherford International plc 2010 Omnibus Incentive Plan.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by Weatherford International plc, a public limited company organized under the laws of Ireland (the “Registrant”), pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 21,000,000 Ordinary Shares, par value \$0.001 per share (the “Ordinary Shares”), of the Registrant pursuant to the Weatherford International plc 2010 Omnibus Incentive Plan (as amended and restated, the “Plan”). The Board of Directors of the Registrant approved a Second Amendment to the Plan (the “Second Amendment”) on March 10, 2017, and the Second Amendment was approved by the Registrant’s shareholders on June 15, 2017. The Second Amendment amends the terms of the Plan to, among other things, increase the number of Ordinary Shares available for issuance under the Plan from 43,144,000 Ordinary Shares to 64,144,000 Ordinary Shares.

These Ordinary Shares are additional securities of the same class as other securities for which Registration Statements on Form S-8 (Reg. Nos. 333-167959, 333-181664 and 333-205025), were previously filed with the United States Securities and Exchange Commission on July 2, 2010, May 24, 2012 and June 17, 2015, respectively; Reg. Nos. 333-167959 and 333-181664 were amended by a Post-Effective Amendment No. 1 to the respective Registration Statements on Form S-8 on June 17, 2014 (each as amended, the “Prior Registration Statements”). The information contained in the Prior Registration Statements is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

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

Exhibit No.	Description
4.1	Memorandum and Articles of Association of Weatherford International public limited company (incorporated by reference to Exhibit 3.1 to Weatherford International plc’s Current Report on Form 8-K filed on June 17, 2014).
4.2	Weatherford International plc 2010 Omnibus Incentive Plan (as Amended and Restated) (incorporated by reference to Exhibit 10.6 to Weatherford International plc’s Current Report on Form 8-K filed on June 17, 2014).
4.3	First Amendment to Weatherford International plc 2010 Omnibus Incentive Plan (incorporated by reference to Annex A of Weatherford International plc’s Definitive Proxy Statement on Schedule 14A filed on April 29, 2015).
4.4	Second Amendment to Weatherford International plc 2010 Omnibus Incentive Plan (incorporated by reference to Annex A of Weatherford International plc’s Definitive Proxy Statement on Schedule 14A filed on April 25, 2017).
5.1*	Opinion of Matheson regarding the legality of securities being registered.
23.1*	Consent of KPMG LLP.
23.3*	Consent of Matheson (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to the Registration Statement).

* Filed herewith.

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 Baar, Switzerland on July 10, 2017.

WEATHERFORD INTERNATIONAL PLC

By: /s/ Mark A. McCollum

Mark A. McCollum

President, Chief Executive Officer and Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark A. McCollum, Christina M. Ibrahim and Charity R. Kohl, and each of them (with full power to act alone), as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her in his or her name, place and stead, in any and all capacity, in connection with this registration statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the registrant any and all amendments or supplements (including any and all stickers and post-effective amendments) to this registration statement, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission and any applicable securities exchange, securities self-regulatory body or other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them (with full power to act alone), full power and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she 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 on Form S-8 has been signed by the following persons in the capacities indicated below on July 10, 2017.

Signature	Title
<u>/s/ Mark A. McCollum</u> Mark A. McCollum	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Christoph Bausch</u> Christoph Bausch	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Douglas M. Mills</u> Douglas M. Mills	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ William E. Macaulay</u> William E. Macaulay	Chairman of the Board and Director
<u>/s/ Mohamed A. Awad</u> Mohamed A. Awad	Director
<u>/s/ David J. Butters</u> David J. Butters	Director
<u>/s/ John D. Gass</u> John D. Gass	Director

Signature**Title**

/s/ Sir Emyr Jones Parry
Sir Emyr Jones Parry

Director

/s/ Francis S. Kalman
Francis S. Kalman

Director

/s/ Robert K. Moses, Jr.
Robert K. Moses, Jr.

Director

/s/ Dr. Guillermo Ortiz
Dr. Guillermo Ortiz

Director

/s/ Christina M. Ibrahim
Christina M. Ibrahim

Authorized U.S. Representative

EXHIBIT INDEX

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* Filed herewith.

Solicitors
70 Sir John Rogerson's Quay
Dublin 2 Ireland

T +353 1 232 2000
F +353 1 232 3333
W www.matheson.com
DX 2 Dublin



Weatherford International plc
Weststrasse 1
6340 Baar
Switzerland

Our Ref
FBO 661725.30

Your Ref

10 July 2017

Dear Sirs

**Weatherford International public limited company
Registration Statement on Form S-8**

We have acted on behalf of Weatherford International public limited company, a public limited company incorporated under the laws of Ireland with company number 540406 (the "**Company**") in connection with the registration statement on Form S-8 (the "**Registration Statement**") to be filed by the Company, pursuant to the Securities Act of 1933 of the United States of America, as amended (the "**Securities Act**"), with the Securities and Exchange Commission of the United States of America (the "**SEC**") with respect to the registration by the Company of 21,000,000 ordinary shares (nominal value of US\$0.001 per share) (the "**Shares**") which may be issued and delivered under the Weatherford International plc 2010 Omnibus Incentive Plan (as amended and restated) (the "**Plan**"). A Second Amendment to the Plan (the "**Second Amendment**") was approved by the board of directors of the Company on 10 March 2017 and by the Company's shareholders on 15 June 2017.

1 Scope of appointment and basis of opinion

1.1 We have been requested by the Company to provide this opinion.

1.2 For the purpose of giving this opinion, we have examined:

- (a) the final form of the Registration Statement to be filed by the Company with the SEC;
- (b) a copy of the Memorandum and Articles of Association of the Company (as set out in Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on 17 June 2014);
- (c) a copy of the Plan (as set out in Exhibit 10.6 to the Company's Current Report on Form 8-K filed with the SEC on 17 June 2014);
- (d) a copy of the Second Amendment (as set out in Annex A of the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on 25 April 2017);

Dublin

Managing Partner: Liam Quirk - Chairman: Michael Jackson - Partners: Brian Buggy, Chris Quinn, Tim Scarlott, Helen Kelly, Sharon Daly, Ruth Hunter, Tony O'Grady, Pádraic MacLigán, Michael O'Connor, Tara Doyle, Anne-Marie Bohan, Patrick Spicer, Turlogh Galvin, Patrick Molloy, George Brady, Brid Murnelly, Robert O'Shea, Joseph Beashe, Deirdre-Ann Barr, Damien Keogh, Cara O'Hagan, Duaita Counihan, Ronan McLoughlin, Niall Horgan, Deirdre Dunne, Alistair Payne, Fergus Bolster, Christian Donagh, Bryan Dunne, Libby Garvey, Shane Hogan, Peter O'Brien, John O'Connor, Thomas Hayes, Nicola Dunleavy, Julie Murphy-O'Connor, Mark O'Sullivan, Alan Connell, Brian Doran, John Gill, Alan Cissack, Joe Duffy, Pat English, Carina Lavelle, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Philip Lovegrove, Rebecca Ryan, Aiden Kelly, Eanna Mellett, Catherine O'Meara, Elizabeth Grace, Deirdre Cummins, Alan Keating, Peter McKeever, Alma Campion, Brendan Colgan, Gina Conheady, Garret Farrelly, Michael Finn, Rhona Henry, April McClements, Gráinne Dever. - Tax Principals: Greg Lockhart, John Kelly, Catherine Galvin - Head of London Office: Stanley Watson, Head of U.S. Offices: John Ryan - Of Counsel: William Prentice, Paul Glenfield, Patrick Sweetman. - Consultants: Don McAleese, Stuart Margetson, Anthony Walsh, Roderic Ensor.

London

New York

Palo Alto

- (e) copy extract of resolutions of the board of directors' of the Company passed on 10 March 2017, certified by the secretary to be a true and complete copy of same;
- (f) copy extract of a resolution of the shareholders of Company passed at the annual general meeting of the Company held on 15 June 2017 (the "**AGM**"), certified by the secretary to be a true and complete copy of same;
- (g) a certificate of the assistant secretary of the Company (the "**Certificate**"), certifying the matters referred to in the preceding subparagraphs (e) and (f); and
- (h) a facsimile copy of the results of searches made on 10 July 2017 at the Irish Companies Registration Office, in the Register of Winding Up Petitions at the Central Office of the High Court of Ireland and at the Judgments' Office in the Central Office of the High Court of Ireland against the Company (together the "**Searches**").

- 1.3 We have made no searches or enquiries concerning, and we have not examined any contracts, instruments or documents entered into by or affecting the Company or any other person, or any corporate records of the aforesaid, save for those searches, enquiries, contracts, instruments, documents or corporate records specified as being made or examined in this opinion.
- 1.4 We express no opinion and make no representation or warranty as to any matter of fact. Furthermore, we have not been responsible for the investigation or verification of the facts or the reasonableness of any assumption or statements of opinion contained or represented by the Company in the Registration Statement, the Plan or the Second Amendment nor have we attempted to determine whether any material facts have been omitted therefrom.
- 1.5 We have not investigated the laws of any country other than Ireland and this opinion is given only with respect to the laws of Ireland in effect at the date of this opinion. We have assumed, without enquiry, that there is nothing in the laws of any other jurisdiction which would or might affect the opinions as stated herein.
- 1.6 This opinion is to be construed in accordance with, and governed by, the laws of Ireland, and is given solely on the basis that any issues of interpretation or liability arising hereunder may only be brought before the Irish courts, which will have exclusive jurisdiction in respect of such matters.
- 1.7 This opinion is delivered in connection with the filing of the Registration Statement with the SEC and is strictly limited to the matters stated herein and does not extend to, and is not to be read as extending by implication to, any other matter. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name therein. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder. This opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act for use in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise referred to for any other purpose without our express written consent.
- 1.8 We assume no obligation to update the opinions set forth in this letter.

2 Assumptions

For the purpose of giving this opinion we have assumed:

- (a) the authenticity and completeness of all documents submitted to us as originals;
- (b) the completeness and conformity to originals of all documents supplied to us as certified, conformed or photostatic copies or received by us by facsimile or email transmission and the authenticity and completeness of the originals of such documents;
- (c) the genuineness of the signatures and seals on all original and copy documents which we have examined;
- (d) that the resolutions passed by the board of directors of the Company described in the extracts referred to above, and examined for the purposes of this opinion, were passed at meetings of the said board of directors, those meetings were properly convened, constituted and held and that the said resolutions have not since been amended or rescinded;
- (e) that the resolution passed by the shareholders of the Company described in the extract referred to above, and examined for the purposes of this opinion, was passed at the AGM, that the AGM was properly convened, constituted and held and that the said resolution has not since been amended or rescinded;
- (f) that, at the time of the allotment of any Shares: (i) the Company will have a sufficient number of authorised but unissued Shares in its capital (at least equal to the number of Shares to be allotted and issued); (ii) the directors of the Company will have been generally and unconditionally authorised, as required by clause 1021(1) of the Companies Act 2014 (the "**2014 Act**"), by the Company's articles of association or by ordinary resolution of the Company's shareholders to allot a sufficient number of Shares (at least equal to the number of Shares to be allotted and issued); and (iii) if issued for cash consideration, such Shares will be allotted and issued in accordance with section 1022(1) of the 2014 Act or the directors will have been empowered, by the Company's articles of association or by a special resolution of the Company's shareholders, passed in accordance with section 1023(3) of the 2014 Act (or as appropriate under the provisions of any former enactment relating to companies), to allot and issue such Shares as of the said section 1022(1) did not apply to such allotment and issue;
- (g) that, at the time of the allotment of any Shares, the Registration Statement will be effective and continue to be effective;
- (h) that any Shares allotted and issued in accordance with the Registration Statement will be paid-up in consideration of the receipt by the Company from the party to whom the Shares are to be issued, prior to, or simultaneously with the issue of such Shares, of cash and other consideration at least equal to the nominal value of such Shares and, to the extent that any of the consideration for such Shares is payable otherwise than in cash, that the provisions of sections 1028 to 1035 of the 2014 Act have been complied with;

- (i) that no Shares will be allotted and issued: (i) for consideration of an undertaking from an person that he or another will do work or perform services for the Company or for any other person; (ii) for consideration otherwise than in cash that includes an undertaking which is to be or may be performed more than five years after the date of allotment; or (iii) for other consideration which, from time to time, is not considered good or adequate consideration;
- (j) that no Shares will be allotted and issued other than pursuant to a resolution of the board of directors of the Company (or duly authorised committee thereof) that has been validly and sufficiently proposed and passed in accordance with the articles of association of the Company;
- (k) that the offering or sale (including the marketing) of any Shares will be made, effected and conducted in accordance with and will not violate: (i) the memorandum or articles of association, from time to time, of the Company; (ii) any applicable laws and regulations (including, without limitation, (A) the securities laws and regulations of any jurisdiction (including Ireland) or supra-national authority which impose any restrictions, or mandatory requirements, in relation to the offering or sale of any shares to the public in any jurisdiction (including Ireland) and any prospectus (or analogous disclosure document) prepared in connection therewith; and (B) the competition, anti-trust or merger control laws and regulations of any jurisdiction (including Ireland) or supra-national authority); and (iii) any requirement or restriction imposed by any court, governmental body or supra-national authority having jurisdiction over the Company or the members of its group;
- (l) that the Company has not given, nor shall it give, directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance, as contemplated by section 82 of the 2014 Act, for the purpose of, or in connection with, the purchase or subscription by any person of or for any Shares save as permitted by, or pursuant to an exemption to, the said section 82;
- (m) the accuracy and completeness as to factual matters of the representations and warranties of the Company contained in the Registration Statement and the accuracy of the Certificate;
- (n) that there are no agreements or arrangements in existence which in any way amend or vary or are inconsistent with the terms of the Registration Statement, the Plan or the Second Amendment or in any way bear upon, or are inconsistent with, the contents of this opinion;
- (o) that, in approving the filing by the Company of the Registration Statement, the directors of the Company have acted in a manner they consider, in good faith, to be in the best interests of the Company for its legitimate business purposes and would be most likely to promote the success of the Company for the benefit of its members as a whole;
- (p) that the information disclosed by the Searches was accurate at the date the Searches were made and has not been altered and that the Searches did not fail to disclose any information which had been delivered for registration but did not appear from the information available at the time the Searches were made or which ought to have been

delivered for registration at that time but had not been so delivered and that no additional matters would have been disclosed by searches carried out since that time;

- (q) that: (i) the Company was, or will be, fully solvent (A) at the time of, and immediately after, the filing of the Registration Statement and (B) at the date hereof; (ii) the Company would not, as a consequence of doing any act or thing which the Registration Statement contemplates, permits or requires the Company to do, be insolvent; and (iii) no steps have been taken or, to the best of the knowledge, information and belief of the directors of the Company, are being taken to appoint a receiver, liquidator or an examiner over the Company or any part of its undertaking or assets, or to strike the Company off the Register of Companies or to otherwise dissolve or wind up the Company; and
- (r) the truth of all representations and information given to us in reply to any queries we have made which we have considered necessary for the purposes of giving this opinion.

3 **Opinion**

Based upon, and subject to, the foregoing and subject to the qualifications set out in this letter and any matter not disclosed to us, we are of the opinion that, so far as the laws of Ireland are concerned, upon the issuance of Shares in accordance with, and subject to any conditions contained in, the terms of the Plan and / or the Second Amendment (including any applicable duly authorised award agreement or other document accompanying the award, issuance or sale of any Shares), subject to receipt by the Company of the full consideration payable in respect thereof, such Shares will be legally issued, fully-paid and non-assessable (which term means that no shareholder shall be obliged to pay or contribute further amounts to the capital of the Company in connection with the issue of such shares).

4 **Qualifications**

The opinions set forth in this opinion letter are given subject to the following qualifications:

- (a) a search at the Companies Registration Office is not capable of revealing whether or not a winding up petition or a petition for the appointment of an examiner has been presented; and
- (b) a search at the Registry of Winding up Petitions at the Central Office of the High Court is not capable of revealing whether or not a receiver has been appointed.

Whilst each of the making of a winding up order, the making of an order for the appointment of an examiner and the appointment of a receiver may be revealed by a search at the Companies Registration Office it may not be filed at the Companies Registration Office immediately and, therefore, our searches at the Companies Registration Office may not have revealed such matters.

Yours faithfully

/s/ MATHESON

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Weatherford International plc:

We consent to the incorporation by reference in the registration statement on Form S-8 of Weatherford International plc, relating to the Weatherford International plc 2010 Omnibus Incentive Plan, of our reports dated February 14, 2017, with respect to the consolidated balance sheets of Weatherford International plc as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and the related financial statement schedule for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, which reports appear in the December 31, 2016 annual report on Form 10-K of Weatherford International plc. Our report dated February 14, 2017 with respect to the consolidated financial statements refers to changes in accounting for deferred income taxes and accounting for debt issuance costs.

/s/ KPMG LLP

Houston, Texas
July 10, 2017