

CHICAGO BRIDGE & IRON CO N V  
Form SC 14D9/A  
April 20, 2018

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

**SCHEDULE 14D-9**  
**(RULE 14d-101)**  
**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 2)**

**CHICAGO BRIDGE & IRON COMPANY N.V.**  
**(Name of Subject Company)**

**CHICAGO BRIDGE & IRON COMPANY N.V.**  
**(Name of Person Filing Statement)**

**Common Stock, Par Value 0.01 Per Share**  
**(Title of Class of Securities)**

**167250109**

**(CUSIP Number of Class of Securities)**

**Kirsten B. David**

**Executive Vice President and**

**Chief Legal Officer**

**One CB&I Plaza**

**2103 Research Forest Drive**

**The Woodlands, Texas 77380**

**(832) 513-1000**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)**

*With copies to:*

**Mark Gordon**

**Jenna E. Levine**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, New York 10019**

**(212) 403-1000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 (this Amendment) to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (together with any exhibits and annexes attached hereto, the Schedule 14D-9) originally filed by Chicago Bridge & Iron Company N.V., a public limited liability company organized under the laws of the Netherlands (the Company), with the Securities and Exchange Commission (the SEC) on March 29, 2018, relating to the exchange offer by McDermott International, Inc., a corporation incorporated under the laws of the Republic of Panama (McDermott) and McDermott Technology, B.V. (McDermott Bidco), a private limited liability company incorporated under the laws of the Netherlands and a direct wholly owned subsidiary of McDermott, to exchange each share of CB&I Common Stock that is validly tendered and not properly withdrawn pursuant to the Exchange Offer for the right to receive 2.47221 shares of McDermott Common Stock, or, if a 3-to-1 reverse stock split of McDermott common stock has occurred prior to the time at which McDermott Bidco accepts all shares of CB&I Common Stock validly tendered and not properly withdrawn in the Exchange Offer, 0.82407 shares of McDermott Common Stock, together with cash in lieu of fractional shares, subject to the terms and conditions described in the Exchange Offer Prospectus, dated March 29, 2018, which is filed as Exhibit (a)(1)(A) hereto, and the related Letter of Transmittal, which is filed as Exhibit (a)(1)(B) hereto, each of which is incorporated herein by reference.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 9. EXHIBITS

*Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following thereto:*

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(BB)	Notice to 401(k) Plan Participants, dated April 9, 2018 (incorporated by reference to the Form 425 filed by Chicago Bridge & Iron Company N.V. with the SEC on April 10, 2018).
(a)(5)(CC)	Integration Planning Update, dated April 11, 2018 (incorporated by reference to the Form 425 filed by Chicago Bridge & Iron Company N.V. with the SEC on April 11, 2018).
(a)(5)(DD)	Press Release Regarding ISS Voting Recommendation, dated April 18, 2018 (incorporated by reference to the Form 425 filed by Chicago Bridge & Iron Company N.V. with the SEC on April 18, 2018).
(a)(5)(EE)	Employee Update Regarding Voting and Tendering CB&I Shares, dated April 19, 2018 (incorporated by reference to the Form 425 filed by Chicago Bridge & Iron Company N.V. with the SEC on April 19, 2018).
(a)(5)(FF)	Voting Reminder Letter, dated April 17, 2018 (incorporated by reference to the Form 425 filed by Chicago Bridge & Iron Company N.V. with the SEC on April 19, 2018).

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 20, 2018

CHICAGO BRIDGE & IRON COMPANY

N.V., by CHICAGO BRIDGE & IRON

COMPANY B.V., its managing director

By: /s/ Michael S. Taff

Name: Michael S. Taff

Title: Director

-3-