

FLOWSERVE CORP  
Form 8-A12B  
March 17, 2015

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**FLOWSERVE CORPORATION**

**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**31-0267900**  
**(IRS Employer Identification No.)**

**5125 N. O Connor Boulevard**

**75039**

**Suite 2300, Irving, Texas**  
**(Address of principal executive offices)** **(Zip Code)**  
**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>1.250% Senior Notes Due 2022</b>                | <b>New York Stock Exchange, LLC</b>                                      |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  "

**Securities Act registration statement file number to which this form relates:**

**333-183634**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

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**TABLE OF CO-REGISTRANTS**

| <b>Exact Name as Specified in its Charter</b> | <b>State or<br/>Other<br/>Jurisdiction<br/>of<br/>Incorporation<br/>or<br/>Organization</b> | <b>I.R.S.<br/>Employer<br/>Identification<br/>Number</b> | <b>Address, including Zip Code and Telephone<br/>Number of Principal Executive Offices</b> |
|---|---|--|--|
| FlowsERVE Corporation*                        | New York  | 31-0267900   | 5125 N. O Connor Boulevard<br>Suite 2300, Irving, Texas<br>972-443-6500                    |
| FlowsERVE US Inc.                             | Delaware  | 75-2778918   | 5125 N. O Connor Boulevard<br>Suite 2300, Irving, Texas<br>972-443-6500                    |
| FlowsERVE International, Inc.                 | Delaware  | 95-3887956   | 5125 N. O Connor Boulevard<br>Suite 2300, Irving, Texas<br>972-443-6500                    |
| FlowsERVE Holdings, Inc.                      | Delaware  | 75-2737169   | 5125 N. O Connor Boulevard<br>Suite 2300, Irving, Texas<br>972-443-6500                    |
| FlowsERVE Management Company                  | Delaware  | 75-2737324   | 5125 N. O Connor Boulevard<br>Suite 2300, Irving, Texas<br>972-443-6500                    |

\* FlowsERVE Corporation is the issuer of the debt securities registered hereby. The other listed Co-Registrants are guarantors of the debt securities.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Flowserve Corporation (the Company) and the Co-Registrants have filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated March 10, 2015 (the Prospectus Supplement) to a prospectus dated August 30, 2012 (the Prospectus) contained in the effective Registration Statement on Form S-3ASR (Registration No. 333-183634), which Registration Statement was filed with the Commission on August 30, 2012, relating to the securities to be registered hereunder (including any guarantee of such securities by the Co-Registrant). The Company and the Co-Registrants incorporate by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

**Item 1. Description of Registrant's Securities to be Registered.**

The information required by this item is incorporated by reference to the information contained in the sections captioned Description of the notes and guarantees, Currency conversion and Material United States federal tax consequences in the Prospectus Supplement and Description of debt securities and guarantees in the Prospectus.

**Item 2. Exhibits.**

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 4.1.        | Senior Indenture, dated September 11, 2012, by and between Flowserve Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated September 11, 2012 (SEC File No. 001-13179)).  |
| 4.2         | First Supplemental Indenture, dated September 11, 2012, by and among Flowserve Corporation, certain of its subsidiaries and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated September 11, 2012 (SEC File No. 001-13179)). |
| 4.3         | Second Supplemental Indenture, dated November 1, 2013, by and among Flowserve Corporation, certain of its subsidiaries and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated November 1, 2013 (SEC File No. 001-13179)).    |
| 4.4         | Third Supplemental Indenture, dated March 17, 2015, by and among Flowserve Corporation, certain of its subsidiaries and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated March 17, 2015 (SEC File No. 001-13179)).         |
| 4.5         | Form of Note representing the 1.250% Senior Notes due 2022 (included as Exhibit A to Exhibit 4.4 and incorporated by reference).   |

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

**Flowserve Corporation**

Date: March 17, 2015

By: /s/ CAREY A. O CONNOR  
Carey A. O Connor  
Senior Vice President and General Counsel

**Flowserve US Inc.**

Date: March 17, 2015

By: /s/ LUKE E. ALVERSON  
Luke E. Alverson  
Vice President and Secretary

**Flowserve International, Inc.**

Date: March 17, 2015

By: /s/ LUKE E. ALVERSON  
Luke E. Alverson  
Vice President and Secretary

**Flowserve Holdings, Inc.**

Date: March 17, 2015

By: /s/ LUKE E. ALVERSON  
Luke E. Alverson  
Vice President and Secretary

**Flowserve Management Company**

Date: March 17, 2015

By: /s/ LUKE E. ALVERSON  
Luke E. Alverson  
Vice President and Secretary

**EXHIBIT INDEX**

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