

CHICAGO BRIDGE & IRON CO N V
Form SC TO-T/A
May 11, 2018

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)

Chicago Bridge & Iron Company N.V.

(Name of Subject Company (Issuer))

McDermott Technology, B.V.

(Name of Filing Person (Offeror))

A Wholly Owned Subsidiary of

McDermott International, Inc.

(Name of Filing Person (Offeror))

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, EUR 0.01 par value

(Title of Class of Securities)

167250109

(CUSIP Number of Class of Securities)

John M. Freeman

Senior Vice President,

General Counsel & Corporate Secretary

McDermott International, Inc.

4424 West Sam Houston Parkway North

Houston, Texas 77041

(281) 870-5000

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

Copies to:

Ted W. Paris

James H. Mayor

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910 Louisiana Street

Houston, Texas 77002

(713) 229-1234

CALCULATION OF FILING FEE

Transaction Valuation*

\$1,701,832,879

Amount Of Filing Fee*

\$211,878.19

- * Estimated for purposes of calculating the amount of filing fee only. This amount is based on the product of (1) \$16.07, the average of the high and low prices per share of Chicago Bridge & Iron Company N.V. common stock, par value EUR 0.01 per share (CB&I Common Stock), on the New York Stock Exchange on March 26, 2018, multiplied by (2) 105,901,237, the maximum number of shares of CB&I Common Stock that may be exchanged in the Exchange Offer (including shares of CB&I Common Stock underlying unexercised options to purchase shares of CB&I Common Stock and outstanding restricted stock unit awards, in each case outstanding under CB&I s equity-based incentive or other compensation plans as of March 26, 2018, as well as an estimate with respect to awards anticipated to be issued before the completion of the Combination).
- ** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and SEC Fee Advisory #1 for Fiscal Year 2018 equals 0.0001245 multiplied by the estimated transaction valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$251,101.30

Filing Parties: McDermott
International, Inc. and Comet I
B.V.

Form or Registration No.: Form S-4

Date Filed: January 24, 2018

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 5 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO initially filed by McDermott International, Inc., a Panamanian corporation (McDermott), and McDermott Technology, B.V., a company organized under the laws of the Netherlands (McDermott Bidco) and a direct wholly owned subsidiary of McDermott, with the United States Securities and Exchange Commission (the SEC) on March 29, 2018 (together with any amendments and supplements thereto, the Schedule TO) in relation to the offer to exchange (the Exchange Offer) shares of McDermott common stock, par value \$1.00 per share, for any and all issued and outstanding common shares, par value EUR 0.01 per share, of Chicago Bridge & Iron Company N.V., a public company with limited liability incorporated under the laws of the Netherlands (CB&I), upon the terms and subject to the conditions set forth in the exchange offer prospectus dated March 29, 2018 (together with any amendments and supplements thereto, the Exchange Offer Prospectus), a copy of which is attached as Exhibit (a)(4) to the Schedule TO, and in the related letter of transmittal (together with any amendments and supplements thereto, the Letter of Transmittal), a copy of which is attached as Exhibit (a)(1)(i) to the Schedule TO.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO and the Letter of Transmittal remains unchanged and is incorporated herein by reference to the extent relevant to the items in the Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Exchange Offer Prospectus or in the Schedule TO.

Items 1 through 11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by adding the following text at the end thereof:

On May 2, 2018, McDermott filed an amendment (the Amendment) to McDermott's amended and restated articles of incorporation (the Articles) to effect the 3-to-1 reverse stock split (the Reverse Stock Split) of the McDermott Common Stock. The Reverse Stock Split became effective in accordance with the terms of the Amendment at 11:59 P.M., Eastern time, on May 9, 2018 (the Reverse Stock Split Effective Time), such that the final Exchange Offer Ratio was 0.82407 shares of McDermott Common Stock for each issued and outstanding share of CB&I Common Stock validly tendered and not properly withdrawn pursuant to the Exchange Offer that was accepted by McDermott Bidco.

At the Reverse Stock Split Effective Time, every three shares of McDermott Common Stock were automatically combined into a smaller number of shares, such that a McDermott stockholder owned one share of McDermott Common Stock for each three shares of McDermott Common Stock held by that stockholder immediately prior to the Effective Time. No fractional shares were issued as a result of the Reverse Stock Split. Instead, any fractional share interest resulting from the Reverse Stock Split was rounded up to the nearest whole share. Additionally, at the Reverse Stock Split Effective Time, the authorized shares of McDermott Common Stock were reduced to 255,000,000 shares.

At 12:01 a.m., Eastern time, on May 10, 2018, the Exchange Offer expired as scheduled and was not extended. McDermott Bidco was advised by the exchange agent for the Exchange Offer that, as of the expiration of the Exchange Offer, a total of approximately 66.7 million shares of CB&I Common Stock were validly tendered and not validly withdrawn in the Exchange Offer, representing approximately 65% of the shares of CB&I Common Stock outstanding immediately after the consummation of the offer. All conditions to the Exchange Offer having been satisfied, McDermott Bidco accepted for exchange all of such tendered shares of CB&I Common Stock.

In connection with the consummation of the Exchange Offer, on May 10, 2018, McDermott and McDermott Bidco consummated the Core Transactions of the Combination pursuant to the terms of the Business Combination Agreement.

As a result of the Core Transactions, shareholders of CB&I who did not validly tender in (or who properly withdrew their shares of CB&I Common Stock from) the Exchange Offer became CB&I Newco shareholders (as a result of the

Merger), and are receiving, in connection with the Liquidation of CB&I Newco, in respect of each former share of CB&I Common Stock, 0.82407 shares of McDermott Common Stock, together with cash in lieu of fractional shares. The consideration per share of CB&I Common Stock received pursuant to the Core Transactions is the same as the Exchange Offer Ratio, except that the receipt of shares of McDermott Common Stock and cash in lieu of fractional shares pursuant to the Liquidation generally is subject to Dutch Dividend Withholding Tax.

Following the closing of the Combination, all shares of CB&I Common Stock will cease trading prior to the opening of the New York Stock Exchange (or NYSE) on May 11, 2018 and will be delisted from the NYSE and deregistered under the Securities Exchange Act of 1934, as amended.

On May 10, 2018, McDermott issued (1) a press release announcing the expiration and results of the Exchange Offer and the Reverse Stock Split and (2) a press release announcing the consummation of the Combination. Copies of the press releases are attached as Exhibit (a)(5)(lxv) and Exhibit (a)(5)(lxvi) hereto, respectively, and are incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

| Exhibit No. | Description |
|--------------|---|
| (a)(5)(lxv) | Press Release issued by McDermott, dated May 10, 2018.* |
| (a)(5)(lxvi) | Press Release issued by McDermott, dated May 10, 2018.* |

* Filed herewith.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 10, 2018

MCDERMOTT INTERNATIONAL,
INC.

By: /s/ John Freeman
Name: John Freeman
Title: Senior Vice President, General
Counsel and Corporate Secretary

MCDERMOTT TECHNOLOGY, B.V.

By: /s/ John Freeman
Name: John Freeman
Title: Secretary

[Signature Page to Schedule TO-T/A]

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| (a)(1)(i) | Letter of Transmittal and Instructions for Letter of Transmittal.* |
| (a)(1)(ii) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(iii) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(iv) | Notice of Withdrawal of CB&I Common Stock.* |
| (a)(1)(v) | Letter to CB&I 401(k) Plan Participants.* |
| (a)(1)(vi) | Letter to Lutech Resources Savings Plan Participants.* |
| (a)(2) | Solicitation/Recommendation Statement on Schedule 14D-9 of CB&I (incorporated by reference to the Schedule 14D-9 filed by CB&I on March 29, 2018). |
| (a)(4) | Exchange Offer Prospectus, dated March 29, 2018.* |
| (a)(5)(i) | Joint Press Release, dated December 18, 2017, issued by McDermott and CB&I announcing entry into the Business Combination Agreement (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by McDermott on December 18, 2017). |
| (a)(5)(ii) | Joint Investor Presentation, dated December 18, 2017, entitled McDermott International + CB&I (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by McDermott on December 18, 2017). |
| (a)(5)(iii) | Letter to Employees by Scott Munro (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(iv) | Employee Video Transcript by David Dickson (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(v) | Employee Questions (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(vi) | Conference call invitation (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(vii) | Letter to Employees by David Dickson (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(viii) | McDermott webpage entitled McDermott and CB&I to Combine (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(ix) | Employee Guidelines (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(x) | Integration Team Presentation (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(xi) | Transcript of conference call held by McDermott on December 18, 2017 (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017). |
| (a)(5)(xii) | |

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McDermott Slide Presentation entitled Town Hall (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017).

- (a)(5)(xiii) Social media posts (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 19, 2017).
- (a)(5)(xiv) Email from Tony Brown, Chief Integration Officer, to McDermott employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on December 26, 2017).

| Exhibit No. | Description |
|----------------|---|
| (a)(5)(xv) | Joint Investor Presentation, dated January 8, 2018 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by McDermott on January 8, 2018). |
| (a)(5)(xvi) | Press Release issued by McDermott, dated January 8, 2018 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by McDermott on January 8, 2018). |
| (a)(5)(xvii) | Article written by Bloomberg Markets entitled "McDermott CEO Bets on Next Turnaround at Ailing Chicago Bridge" (incorporated by reference to McDermott's filing pursuant to Rule 425 on January 9, 2018). |
| (a)(5)(xviii) | Social media posts (incorporated by reference to McDermott's filing pursuant to Rule 425 on January 11, 2018). |
| (a)(5)(xix) | Integration communication to McDermott employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on January 16, 2018). |
| (a)(5)(xx) | Joint Press Release issued by McDermott and CB&I, dated January 25, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on January 25, 2018). |
| (a)(5)(xxi) | Integration communication to CB&I employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on January 30, 2018). |
| (a)(5)(xxii) | Integration communication to McDermott employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on February 5, 2018). |
| (a)(5)(xxiii) | Press Release issued by McDermott announcing McDermott's financial results for the quarter and year ended December 31, 2017, dated February 21, 2018 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by McDermott on February 21, 2018). |
| (a)(5)(xxiv) | McDermott Slide Presentation entitled "Q4 2017 Supplemental Information" (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by McDermott on February 21, 2018). |
| (a)(5)(xxv) | Annual Report on Form 10-K of McDermott for the fiscal year ended December 31, 2017 (filed with the SEC on February 21, 2018 and incorporated herein by reference). |
| (a)(5)(xxvi) | Annual Report on Form 10-K of CB&I for the fiscal year ended December 31, 2017 (filed with the SEC on February 21, 2018 and incorporated herein by reference). |
| (a)(5)(xxvii) | McDermott Fourth Quarter 2017 Earnings Call Transcript (incorporated by reference to McDermott's filing pursuant to Rule 425 on February 22, 2018). |
| (a)(5)(xxviii) | Email to McDermott and CB&I employees, dated February 26, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on February 27, 2018). |
| (a)(5)(xxix) | Integration communication to McDermott and CB&I employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on March 13, 2018). |
| (a)(5)(xxx) | Joint Press Release issued by McDermott and CB&I, dated March 13, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on March 13, 2018). |
| (a)(5)(xxxi) | Joint Press Release issued by McDermott and CB&I, dated March 14, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on March 15, 2018). |
| (a)(5)(xxxii) | McDermott Slide Presentation entitled "McDermott International + CB&I" (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by McDermott on March 22, 2018). |

(a)(5)(xxxiii)

Joint Press Release issued by McDermott and CB&I dated March 29, 2018 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by McDermott on March 29, 2018).

| Exhibit No. | Description |
|-----------------|--|
| (a)(5)(xxxiv) | Integration communication to McDermott employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 3, 2018). |
| (a)(5)(xxxv) | Current Report on Form 8-K/written communications pursuant to Rule 425 filed by McDermott on April 5, 2018 (incorporated herein by reference). |
| (a)(5)(xxxvi) | Press Release issued by McDermott, dated April 5, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 6, 2018). |
| (a)(5)(xxxvii) | Current Report on Form 8-K/written communications pursuant to Rule 425 filed by McDermott on April 11, 2018 (incorporated herein by reference). |
| (a)(5)(xxxviii) | Integration communication to McDermott and CB&I employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 11, 2018). |
| (a)(5)(xxxix) | Letter to Stockholders regarding special meeting of stockholders (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 17, 2018). |
| (a)(5)(xli) | Press Release issued by McDermott announcing Institutional Shareholder Services Inc.'s recommendation, dated April 17, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 17, 2018). |
| (a)(5)(xlii) | Social media posts (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 17, 2018). |
| (a)(5)(xliii) | Current Report on Form 8-K filed by McDermott on April 18, 2018 (incorporated herein by reference). |
| (a)(5)(xliv) | Press Release issued by McDermott announcing Glass, Lewis & Co., LLC's recommendation, dated April 23, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(xlv) | Joint Press Release issued by McDermott and CB&I announcing global name and brands for future combined company, dated April 23, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(xlvi) | Press Release issued by McDermott announcing rejection of unsolicited, non-binding proposal from Subsea 7, dated April 23, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(xlvii) | Integration communication to McDermott employees announcing global name of the combined company (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(xlviii) | Integration communication to McDermott employees sent on McDermott's intranet announcing global name of the combined company (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(xlviii) | Integration communication to McDermott employees announcing rejection of unsolicited, non-binding proposal from Subsea 7 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(xlix) | Social media posts (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 23, 2018). |
| (a)(5)(l) | Press Release issued by McDermott announcing McDermott's financial results for the quarter ended March 31, 2018, dated April 24, 2018 (incorporated by reference to Exhibit 99.1 to the |

Current Report on Form 8-K filed by McDermott on April 24, 2018).

(a)(5)(i)

McDermott Slide Presentation entitled Q1 2018 Supplemental Information (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by McDermott on April 24, 2018).

| Exhibit No. | Description |
|---------------|--|
| (a)(5)(lii) | Quarterly Report on Form 10-Q of McDermott for the quarterly period ended March 31, 2018 (filed with the SEC on April 24, 2018 and incorporated herein by reference). |
| (a)(5)(liii) | Quarterly Report on Form 10-Q of CB&I for the quarterly period ended March 31, 2018 (filed with the SEC on April 24, 2018 and incorporated herein by reference). |
| (a)(5)(liv) | Integration communication to McDermott employees sent on McDermott's intranet announcing financial results for the quarter ended March 31, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 24, 2018). |
| (a)(5)(lv) | McDermott First Quarter 2018 Earnings Call Transcript (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 24, 2018). |
| (a)(5)(lvi) | Press Release issued by McDermott announcing proxy advisory firms' recommendations, dated April 24, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 24, 2018). |
| (a)(5)(lvii) | Press Release issued by McDermott, dated April 25, 2018 (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 25, 2018). |
| (a)(5)(lviii) | Social media posts (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 25, 2018). |
| (a)(5)(lix) | Integration communication to McDermott and CB&I employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 27, 2018). |
| (a)(5)(lx) | Message to stockholders regarding special meeting of stockholders (incorporated by reference to McDermott's filing pursuant to Rule 425 on April 30, 2018). |
| (a)(5)(lxi) | Current Report on Form 8-K/written communications pursuant to Rule 425 filed by McDermott on May 2, 2018 (incorporated herein by reference). |
| (a)(5)(lxii) | Joint Press Release issued by McDermott and CB&I, dated May 2, 2018 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K/written communications pursuant to Rule 425 filed by McDermott on May 2, 2018). |
| (a)(5)(lxiii) | Certificate of Amendment to McDermott's Amended and Restated Articles of Incorporation dated May 2, 2018 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K/written communications pursuant to Rule 425 filed by McDermott on May 2, 2018). |
| (a)(5)(lxiv) | Integration communication to McDermott and CB&I employees (incorporated by reference to McDermott's filing pursuant to Rule 425 on May 2, 2018). |
| (a)(5)(lxv) | Press Release issued by McDermott, dated May 10, 2018.** |
| (a)(5)(lxvi) | Press Release issued by McDermott, dated May 10, 2018.** |
| (b)(1) | Commitment Letter, dated December 18, 2017 to which McDermott International, Inc., Barclays Bank PLC, Crédit Agricole Corporate and Investment Bank and Goldman Sachs Bank USA are parties (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by McDermott on December 18, 2017). |
| (b)(2) | Amended and Restated Commitment Letter, dated April 4, 2018, to which McDermott International, Inc., Barclays Bank PLC, Crédit Agricole Corporate and Investment Bank, Goldman Sachs Bank USA, ABN AMRO Capital USA LLC, MUFG Bank, LTD., Royal Bank of Canada and Standard Chartered Bank are parties (incorporated by reference to Exhibit 10.1 to the |

Current Report on Form 8-K filed by McDermott on April 5, 2018).

(d)(1)

Business Combination Agreement, dated December 18, 2017, by and among McDermott International, Inc., McDermott Technology, B.V., McDermott Technology (Americas), LLC, McDermott Technology (US), LLC, Chicago Bridge & Iron Company N.V., Comet I B.V., Comet II B.V, CB&I Oil & Gas Europe B.V., CB&I Group UK Holdings, CB&I Nederland B.V. and The Shaw Group, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by McDermott on December 18, 2017).

| Exhibit No. | Description |
|--------------------|---|
| (d)(2) | Amendment No. 1 to Business Combination Agreement and Partial Assignment and Assumption of Business Combination Agreement, dated January 24, 2018, by and among McDermott International, Inc., McDermott Technology, B.V., McDermott Technology (2), B.V., McDermott Technology (3), B.V., McDermott Technology (Americas), LLC, McDermott Technology (US), LLC, Chicago Bridge & Iron Company N.V., Comet I B.V., Comet II B.V., CB&I Oil & Gas Europe B.V., CB&I Group UK Holdings, CB&I Nederland B.V. and The Shaw Group, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by McDermott on January 24, 2018). |

* Previously filed.

** Filed herewith.

Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. McDermott Bidco hereby undertakes to furnish supplementally copies of any of the omitted schedules upon request by the U.S. Securities and Exchange Commission; provided, however, that McDermott Bidco may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules so furnished