

NATCO GROUP INC
Form 425
June 02, 2009

All Employee Meeting
June 2, 2009
Filed by NATCO Group Inc.
Pursuant to Rule
425 under the Securities

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Act of 1933 and deemed filed pursuant to
Rule
14a-12 under the Securities Exchange
Act of 1934
Subject Company: NATCO Group Inc.
Commission File No.: 001-15603

Agenda

What are we doing?

Why did we do it?

What does it all mean?

What's next?

How do I keep up?

Who's that guy?

What are we doing?

NATCO is being acquired by Cameron in a stock-for-stock transaction.

Our shareholders will get 1.185 shares of Cameron for each of their shares:

Today's equivalent value of about \$38.45 share

Represents a 42% premium over average last 10 days trading.

Closing
of
the
transaction
is
expected
during
the
third
quarter,
subject
to
requisite approvals.

NATCO's
organization will become part of Cameron's DPS Group which
includes Petreco
and will include their subsea processing initiative.

Why did we do it?

In combination, we will create a premier provider of process solutions, technologies and aftermarket services worldwide.

We can achieve significant synergies by:

Leveraging infrastructure/organization

Eliminating public company costs

Expanding our product offerings

Investing further in R&D and new product development.

The combination maximizes value for shareholders over time.

We share the same core values.

What does it mean?

Recognition of hard work/success.

Short-term uncertainty.

Focus, patience and receptivity to change required.

Assurance that people are fairly treated.

New opportunities for continuing employees.

What's next?

Regulatory process and shareholder vote.

Joint transitional teams to address:

Synergies (only as permitted by regulation)

Optimal organizational design

Pre-planning of post-closing integration

Developing a cohesive branding strategy.

Getting better acquainted with each other.

Running the business, doing our jobs!

How do I keep up?

Communication is the antidote to uncertainty.

Caution: What we can say, and when, is subject to legal constraints and ongoing business considerations.

Regular communication updates:

Deal progress

FAQ s

Benefits

Website

Websites of interest:

www.c-a-m.com

Our
commitment:

we
will
tell
you
everything
you
need
to
know
as
soon
as
possible
even
if
it
is
not
yet
everything
you
want
to
know.

Who s that guy?
Mr. Jack Moore
President & Chief Executive Officer
Of
Cameron International

Global manufacturer of oilfield equipment

#1 or #2 player in nearly every business

Primarily focused on production and transportation sides of business

Significant leverage to deepwater development activities

Leading aftermarket/service provider

Internationally focused; approximately 65% of revenues generated outside North America

Record year-end backlog provides visibility, protection during down cycle

Cameron's Business Portfolio (2008 Revenues)
Exploration/Development/Production
Transportation/Refining/L
NG
Industrial
Surface

Subsea
Drilling
Flow
Control
Distributed
Process
Surface
Subsea
Drilling & Production Systems (64% of revenues)
Valves & Measurement (25%)
Compression Systems (11%)
Measurement
\$500
million
\$300
million
\$100
million
Separation
Reciprocating
Centrifugal
Engineered

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Q&A

Forward-Looking Statements

Information set forth in this document may contain forward-looking statements, which involve a number of risks and uncertainties. NATCO cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could

differ
materially
from
those
contained
in
the
forward-looking
information.

Such
forward-looking
statements
include,
but
are
not
limited
to,
statements
about
the
benefits
of
the
business
combination
transaction
involving

Cameron and NATCO, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts.

The following additional factors, among others, could cause actual results to differ from those set forth in the forward-looking statements:

the
ability
to
satisfy
the
closing
conditions
of
the
transaction,
including
obtaining
regulatory
approvals
for
the

transaction and the approval of the merger agreement by the NATCO stockholders; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or

may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; the impact of other acquisitions that Cameron or NATCO have made or may make before the transaction; competition and its effect on pricing; and exploration and development spending by E&P operators.

Additional

factors

that

may

affect

future

results

are

contained

in

Cameron's

and

NATCO's

filings

with

the

Securities

and

Exchange

Commission

("SEC"),

which

are

available

at

the

SEC's

web

site

<http://www.sec.gov>.

Cameron

and

NATCO

disclaim any obligation to update and revise statements contained in these materials based on new information or otherwise.

Additional Information and Where to Find It

In connection with the proposed merger, Cameron will file with the SEC a Registration Statement on Form S-4 and NATCO

will

file

a

proxy

statement,

which

will

be

mailed

to

NATCO's

stockholders.
INVESTORS
AND
SECURITY
HOLDERS

ARE URGED TO CAREFULLY READ THE S-4 AND PROXY STATEMENT REGARDING THE PROPOSED MERGER WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the S-4 and proxy statement (when available) and other related documents filed by Cameron and NATCO with the SEC at the SEC's

website at www.sec.gov. The S-4 and proxy statement (when it is available) and the other documents

may
also
be
obtained
for
free
by
accessing
Cameron's
website
at
www.c-a-m.com

under
the
heading
"Investor
Relations"
and
then
under
the
heading
"SEC
Filings"
or
by
accessing
NATCO's
website
at

www.natcogroup.com

under
the
tab "Investor Relations" and then under the heading "SEC Filings."

Participants in the Solicitation

NATCO and its directors, executive officers and certain other members of management and employees may be soliciting proxies from its stockholders in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders in connection with the proposed merger will be set forth in NATCO's

proxy
statement
when
it
is
filed
with
the
SEC.
You
can
find
information
about
NATCO's
executive
officers
and
directors
in
their
definitive
proxy
statement
filed
with
the
SEC
on
March
23,
2009.
You
can
obtain
free
copies
of
these
documents from NATCO using the contact information above.