

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](http://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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Separation

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](http://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](http://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](http://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.