

HALLIBURTON CO
Form 425
March 20, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): March 20, 2007**

KBR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33146
(Commission
File Number)

20-4536774
(IRS Employer
Identification No.)

601 Jefferson Street
Suite 3400
Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: **(713) 753-3011**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Items.

On March 2, 2007, Halliburton Company (Halliburton) commenced an offer to exchange the 135,627,000 shares of KBR, Inc. (KBR) common stock it owns for shares of Halliburton common stock (the Exchange Offer). In connection with the Exchange Offer, KBR filed a Registration Statement on Form S-4 (File No. 333-141027) (the Registration Statement) with the Securities and Exchange Commission (the SEC) on March 2, 2007. On March 20, 2007, KBR filed an amendment to the Registration Statement with the SEC (Amendment No. 1). The revised prospectus-offer to exchange included in Amendment No. 1 includes updated information regarding KBR s 50% owned GTL project in Escravos, Nigeria and KBR s Brown & Root-Condor Spa joint venture. The information under the captions

Management s Discussion and Analysis of Financial Condition and Results of Operations of KBR Business Environment and Results of Operations E&C Segment Activity Escravos project, Brown & Root Condor Spa and Business of KBR Joint Ventures and Alliances, and Risk Factors Risks Relating to KBR Risks Relating to Customers and Contracts A significant portion of KBR s projects is on a fixed-price basis, subjecting KBR to the risks associated with cost over-runs, operating cost inflation and potential claims for liquidated damages KBR s engineering, procurement and construction projects may encounter difficulties in the design or engineering phases, related to the procurement of supplies, and due to schedule changes, equipment performance failures, and other factors that may result in additional costs to KBR, reductions in revenue, claims or disputes and Other Risks Relating to KBR KBR conducts a large portion of its engineering and construction operations through joint ventures. As a result, KBR may have limited control over decisions and controls of joint venture projects and have returns that are not proportional to the risks and resources KBR contributes is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

None.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KBR, Inc.

March 20, 2007

By: /s/ Michael A. Weberpal
Name: Michael A. Weberpal
Title: Vice President