

CORE LABORATORIES N V
Form DEFA14A
April 14, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Core Laboratories N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

**IMPORTANT NOTICE Regarding the Availability of Proxy Materials
for the Shareholder Meeting To Be Held on June 10, 2010**

CORE LABORATORIES N.V.

*CORE LABORATORIES N.V.
C/O AMERICAN STOCK TRANSFER
59 MAIDEN LANE, ATTN: DONNA ANSBRO
NEW YORK, NY 10038-4502*

Meeting Information

Meeting Type: Annual
For holders as of: March 22, 2010
Date: June 10, 2010 **Time:** 3:30 p.m.
Location: Sheraton Amsterdam Airport Hotel
Conference Center
Schiphol Blvd 101
Amsterdam, 1118 BG, The Netherlands

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy materials are available at www.proxydocs.com/clb. If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy (as instructed on the reverse side) on or before May 28, 2010 to facilitate timely delivery. See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxydocs.com/clb.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|---|
| 1) <i>BY INTERNET:</i> | The proxy materials are available at www.proxydocs.com/clb . |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 28, 2010 to facilitate timely delivery.

How To Vote

Please Choose One of The Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. To obtain directions to the meeting, call 713 - 328 - 2104.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12 Digit Control Number available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Supervisory Directors recommends that you vote FOR the following:

1. To elect three Class II Supervisory Directors to serve until our annual meeting in 2013 and until their successors shall have been duly elected and qualified;
 - 01) D. John Ogren
 - 02) Joseph R. Perna
 - 03) Jacobus Schouten

The Board of Supervisory Directors recommends you vote FOR the following proposals:

2. To confirm and adopt our Dutch Statutory Annual Accounts in the English language for the fiscal year ended December 31, 2009;
3. To approve and resolve the cancellation of our repurchased shares up to the date of our annual meeting;
4. To approve and resolve the extension of the existing authority to repurchase up to 25.6% of our issued share capital until December 10, 2011, as follows:
 - 4a. our shareholders will be asked to renew the authorization of the Management Board to repurchase up to 10% of our issued share capital from time to time for an 18-month period, and such repurchased shares may be used for any legal purpose, and
 - 4b. our shareholders will be asked to renew the authorization of our Management Board to repurchase up to an additional 15.6% of our issued share capital from time to time for an 18-month period, and such repurchased shares may only be used for the satisfaction of any obligation the Company may have to deliver shares pursuant to its 0.25% Senior Exchangeable Notes which we refer to as the Senior Exchangeable Notes , or pursuant to a warrant we sold to Lehman OTC (now held by an affiliate of Citigroup, Inc.) contemporaneously with the issuance of our Senior Exchangeable Notes;
5. To approve and resolve the extension of the authority to issue shares and/or to grant rights (including options to purchase) with respect to our common and preference shares up to a maximum of 20% of outstanding shares per annum until June 10, 2015;
6. To approve and resolve the extension of the authority to limit or exclude the preemptive rights of the holders of our common shares and/or preference shares up to a maximum of 20% of outstanding shares per annum until June 10, 2015;
7. To approve and resolve amendments to the Core Laboratories N.V. articles of association to
 - 7a. make mandatory revisions to reduce the par value of the shares from EUR 0.04 to EUR 0.02 in connection with the proposed two-for-one stock split and to comply with recent changes in Dutch law, including to allow electronic means of communication with regard to our annual meetings of shareholders, and
 - 7b. make voluntary revisions related to the Management Board and Supervisory Board.
8. To approve and resolve a two-for-one stock split authorized by the Supervisory Board;
9. To ratify the appointment of PricewaterhouseCoopers as our Company's independent registered public accountants for the year ending December 31, 2010.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof shall be voted in accordance with the discretion of the attorneys and proxies appointed hereby.
