

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Innovex International, Inc. (f/k/a Dril-Quip, Inc.)		2 Issuer's employer identification number (EIN) 74-2162088	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact (346)398-0000	5 Email address of contact investors@innovex-inc.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 19120 Kenswick Drive		7 City, town, or post office, state, and ZIP code of contact Humble, Texas 77338	
8 Date of action September 6, 2024		9 Classification and description Common Stock	
10 CUSIP number See attached	11 Serial number(s) N/A	12 Ticker symbol See attached	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► **See attached.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► **See attached.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► **See attached.**

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attached.](#)

18 Can any resulting loss be recognized? ► [See attached.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See attached.](#)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature ►

Date ►

Print your name ► **Kendal Reed**

Title ► **CFO**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Innovex International, Inc.
EIN: 74-2162088
Attachment to IRS Form 8937
Report of Organizational Actions Affecting Basis of Securities

Disclaimer: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to (i) the effects of the Mergers (defined below) on the tax basis of shares of common stock of Dril-Quip, Inc. (“Dril-Quip”) received in exchange for shares of common stock of Innovex Downhole Solutions, Inc. (“Innovex”), and (ii) the effect of the tax basis of common stock of Dril-Quip in connection with the Name Change (defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to a particular stockholder or category of stockholders. Neither Innovex nor the Parent (defined below) provides tax advice to its stockholders. Stockholders are encouraged to consult their own tax advisors regarding the particular consequences of the Mergers and the Name Change to them (including the applicability and effect of all U.S. federal, state and local tax laws and non-U.S. tax laws).

Part I

Line 10 – CUSIP Number

Prior to the Mergers (defined below), the shares of common stock of Innovex Downhole Solutions, Inc. (“Innovex”) did not have a CUSIP number.

Prior to the Mergers and the Name Change (defined below), the CUSIP number for the shares of common stock of Innovex International, Inc. (the “Parent”), formally known as Dril-Quip, Inc. (“Dril-Quip”), was 262037104. Immediately after the Mergers and the Name Change, the Parent’s CUSIP number was changed to 457651107.

Line 12 – Ticker symbol

Prior to the Mergers, Innovex did not have a ticker symbol.

Prior to the Mergers, the Parent’s ticker symbol was “DRQ.” Immediately after the Mergers and the Name Change, the Parent’s ticker symbol was changed to “INVX.”

Part II

Line 14 – describe the organizational action and, if applicable, the date of the action or the date against which stockholders’ ownership is measured for the action.

The Mergers

On September 6, 2024, pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of March 18, 2024 and as amended by the First Amendment to the Agreement and Plan of Merger, dated as of June 12, 2024 (as amended, the “Merger Agreement”), by and among Innovex, Dril-Quip, Ironman Merger Sub, Inc. a Delaware corporation (“Merger Sub Inc.”) and DQ Merger Sub, LLC, a Delaware limited liability company (“Merger Sub LLC”), Merger Sub Inc. merged with and into Innovex (the “First Merger”) with Innovex surviving the First Merger (the “Surviving Corporation”), and immediately following the First Merger, Surviving Corporation merged with and into Merger Sub LLC (the “Second Merger”) (the “Second Merger” and, together with the First Merger, the “Mergers”) with Merger Sub LLC continuing as the surviving entity of the Second Merger under the name “Innovex Downhole Solutions, LLC” and as a direct wholly owned subsidiary of Dril-Quip but disregarded as an entity separate from Dril-Quip for U.S. federal income tax purposes. As discussed further below, immediately thereafter and in connection with the completion of the Mergers, Dril-Quip changed its name from “Dril-Quip, Inc.” to “Innovex International, Inc.” (Innovex International, Inc. is hereinafter referred to as the “Parent”).

Effective as of the First Merger, each share of common stock, par value \$0.01 per share, of Innovex issued and outstanding immediately prior to the effective time of the Merger (the “Effective Time”) (excluding any dissenting shares) was converted at the Effective Time into the right to receive a number of shares of common stock, par value \$0.01 per share, of Dril-Quip, determined pursuant to the Merger Agreement. No fractional shares of Dril-Quip common stock were issued in the First Merger. Instead, each Innovex stockholder received cash in lieu of fractional shares. The Mergers are intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. The following descriptions and calculations assume that the Mergers so qualify.

Further discussion regarding the Mergers and the U.S. federal income tax consequences of the Mergers can be found in the Registration Statement on Form S-4 (as amended, the “Registration Statement”) that included a proxy statement/prospectus (the “Proxy Statement/Prospectus”) that the was initially filed on May 1, 2024, with the Securities and Exchange Commission (the “SEC”) and declared effective by the SEC on August 6, 2024.

The final Proxy Statement/Prospectus may be accessed at:

<https://www.sec.gov/Archives/edgar/data/1042893/000119312524194905/d773596d424b3.htm>

The Name Change

On September 6, 2024, in connection with and immediately after the Mergers, Dril-Quip changed its name from “Dril-Quip, Inc.” to “Innovex International, Inc.” (the “Name Change”) and was issued a new ticker symbol “INVX,” which began trading on September 9, 2024. In connection with and immediately after the Mergers and the Name Change, the Parent’s CUSIP number changed from 262037104 to 457651107. The Name Change is intended to be treated as a tax-free reorganization under Section 368(a)(1)(F) of the Code and the following descriptions and calculations assume that the Name Change so qualifies.

Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share of as a percentage of old basis.

The Mergers

Provided that the Mergers qualify as a “reorganization” within the meaning of Section 368(a) of the Code, U.S. holders of Innovex common stock generally will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of Innovex common stock for shares of Dril-Quip common stock pursuant to the First Merger, except with respect to cash, if any, paid in lieu of fractional shares of Dril-Quip common stock.

Each such Innovex stockholder’s aggregate adjusted tax basis in the shares of Dril-Quip common stock received pursuant to the First Merger (including any fractional share of Dril-Quip common stock for which cash was received) will equal such Innovex stockholder’s aggregate adjusted tax basis in the shares of Innovex common stock exchanged in the First Merger.

Each such Innovex stockholder that receives cash in lieu of a fractional share of Dril-Quip common stock generally will recognize capital gain or loss equal to the difference between the amount of cash received and the adjusted tax basis in such fractional share, determined as described above.

Each Dril-Quip stockholder’s adjusted tax basis in their Dril-Quip stock, which they continue to own, does not change as a result of the Mergers.

The Name Change

Provided that the Name Change qualifies as a reorganization, each Parent stockholder’s adjusted tax basis in their Parent common stock will remain the same as such stockholder’s adjusted tax basis in the Dril-Quip common stock immediately prior to the Name Change.

Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

The Mergers

The aggregate tax basis of the Dril-Quip common stock received in the First Merger (including any fractional share interests in the Dril-Quip common stock deemed received) will equal the aggregate adjusted tax basis in the shares of Innovex common stock exchanged.

The Name Change

The aggregate tax basis of the Parent common stock remains the same after the Name Change.

Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 354, 358, 368, and 1001 of the Code.

Line 18 – Can any resulting loss be recognized?

The Mergers

U.S. holders of Innovex common stock generally may not recognize any loss for U.S. federal income tax purposes as a result of the Mergers, except with respect to cash, if any, received in lieu of fractional shares of Dril-Quip common stock.

The Name Change

Holders of Parent common stock may not recognize any loss for U.S. federal income tax purposes as a result of the Name Change.

Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Mergers were effective on September 6, 2024. For a Innovex stockholder whose taxable year is the calendar year, the reportable tax year is 2024.

The Name Change was effective on September 6, 2024, immediately after the Mergers.