

MCDERMOTT INTERNATIONAL INC
Form DEFA14A
March 18, 2016

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.)

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

McDermott International, Inc.

(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):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

- Fee paid previously with preliminary materials.
- 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:

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- 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
Stockholder Meeting to Be Held on April 29, 2016.**

MCDERMOTT INTERNATIONAL, INC.

*MCDERMOTT INTERNATIONAL, INC.
757 N. ELDRIDGE PKWY
HOUSTON, TX 77079*

Meeting Information

Meeting Type: Annual Meeting
Date: April 29, 2016 **Time:** 10:00 a.m., local time
For holders as of: February 29, 2016
The Westin Houston Hotel
Location: 945 Gessner Road
Houston, Texas 77024

You are receiving this communication because you hold shares in the company named above.

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. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

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Plan). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail or Telephone: You can vote by mail or telephone by requesting paper copies of the materials, which will include a proxy card with further instructions.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. To elect nine members to our Board of Directors, each for a term of one year.

Nominees:

01)	John F. Bookout, III	06)	Gary P. Luquette
02)	Roger A. Brown	07)	William H. Schumann, III
03)	David Dickson	08)	Mary L. Shafer-Malicki
04)	Stephen G. Hanks	09)	David A. Trice
05)	Erich Kaeser		

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

2. Advisory vote to approve named executive officer compensation.
 3. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2016.
 4. Approval of our 2016 Executive Incentive Compensation Plan.
 5. Approval of our 2016 Long-Term Incentive Plan.
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