

Williams David Lyle Jr.
Form 3
August 23, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Williams David Lyle Jr. | | (Month/Day/Year) | FORUM ENERGY TECHNOLOGIES, INC. [FET] | |
| (Last) | (First) | (Middle) | 08/15/2017 | |
| 920 MEMORIAL CITY WAY, Â SUITE 1000 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON, Â TX Â 77024 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP - Operations | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 77,972 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 02/20/2027 | Common Stock | 14,153 | \$ 20.1 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/19/2026 | Common Stock | 32,900 | \$ 9.39 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 02/20/2025 | Common Stock | 15,170 | \$ 18.68 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 04/12/2022 | Common Stock | 31,080 | \$ 20 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 02/28/2022 | Common Stock | 4,995 | \$ 17.84 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 08/01/2020 | Common Stock | 44,300 | \$ 7.68 | D | Â |
| Performance Shares | Â (5) | Â (5) | Common Stock | 2,101 | \$ (5) | D | Â |
| Performance Shares | Â (6) | Â (6) | Common Stock | 2,101 | \$ (6) | D | Â |
| Performance Shares | Â (7) | Â (7) | Common Stock | 2,100 | \$ (7) | D | Â |
| Performance Shares | Â (8) | Â (8) | Common Stock | 4,497 | \$ (8) | D | Â |
| Performance Shares | Â (9) | Â (9) | Common Stock | 4,497 | \$ (9) | D | Â |
| Performance Shares | Â (10) | Â (10) | Common Stock | 1,784 | \$ (10) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams David Lyle Jr. 920 MEMORIAL CITY WAY SUITE 1000 HOUSTON, TX 77024 | Â | Â | Â SVP - Operations | Â |

Signatures

/s/ D. Lyle Williams by John C. Ivascu as Attorney-in-Fact

08/23/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options granted under the Forum Energy Technologies, Inc. 2016 Stock Incentive Plan, are exercisable in accordance with the following schedule: 1/4 of the options become exercisable on each of the first, second, third and fourth anniversaries of the date of grant (2/20/2017).
- (2) 8,225 of these options, granted under the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan, are exercisable. The remaining 24,675 options are exercisable in accordance with the following schedule: 1/3 of the options become exercisable on each of the second, third and fourth anniversaries of the date of grant (02/19/2016).
- (3) 7,585 of these options, granted under the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan, are exercisable. The remaining 7,585 options are exercisable in accordance with the following schedule: 1/2 of the options become exercisable on each of the third and fourth anniversaries of the date of grant (02/20/2015).
- (4) These options, granted under the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan,, are all exercisable.
- (5) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2020, based on achievement of performance measures over a three year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- (6) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2019, based on achievement of performance measures over a two year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- (7) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2018, based on achievement of performance measures over a one year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- (8) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2019, based on achievement of performance measures over a three year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- (9) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2018, based on achievement of performance measures over a two year period, following certification by the Nominating, Governance and Compensation Committee of performance results.
- (10) Each performance share represents a contingent right to receive shares of the Company's common stock, based on the Company's relative shareholder return versus that of the Company's peer group. Each performance share will settle for between 0 and 2 shares of common stock in the first quarter of 2018, based on achievement of performance measures over a three year period, following certification by the Nominating, Governance and Compensation Committee of performance results.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.