

REYNOLDS JOHN T
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
HCPperf Holdings B.V.

2. Issuer Name and Ticker or Trading Symbol
OIL STATES INTERNATIONAL, INC [OIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

274 RIVERSIDE AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

WESTPORT, CT 06880

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)			
			Code	V Amount	Price		
Common stock	02/22/2018		S	5,925,050 (1) (2)	\$ 25.785	D	(1) (2)
					2,736,033	D	

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HCperf Holdings B.V. 274 RIVERSIDE AVENUE WESTPORT, CT 06880		X		
LRP V Luxembourg Holdings S.a r.l. 13-15 AVENUE DE LA LIBERTE LUXEMBOURG, N4 L-1931		X		
LRP IV Luxembourg Holdings S.a.r.l. 13-15 AVENUE DE LA LIBERTE LUXEMBOURG, N4 L-1931		X		
LIME ROCK PARTNERS IV LP 274 RIVERSIDE AVENUE WESTPORT, CT 06680		X		
LIME ROCK PARTNERS V LP 274 RIVERSIDE AVENUE WESTPORT, CT 06680		X		
REYNOLDS JOHN T 274 RIVERSIDE AVENUE WESTPORT, CT 06680		X		
Farber Jonathan C. 274 RIVERSIDE AVENUE WESTPORT, CT 06680		X		

Signatures

/s/ J. Will Franklin as authorized person for HCperf Holdings B.V. 02/26/2018
 **Signature of Reporting Person Date
 /s/ J. Will Franklin, as authorized person for LRP IV Luxembourg Holdings 02/26/2018

S.a.r.l.

__Signature of Reporting Person

Date

/s/ J. Will Franklin, as authorized person for Lime Rock Partners IV, L.P.

02/26/2018

__Signature of Reporting Person

Date

/s/ J. Will Franklin, as authorized person for LRP V Luxembourg Holdings

02/26/2018

S.a.r.l.

__Signature of Reporting Person

Date

/s/ J. Will Franklin, as authorized person for Lime Rock Partners V, L.P.

02/26/2018

__Signature of Reporting Person

Date

/s/ Kris Agarwal, as Attorney-In-Fact for Jonathan C. Farber

02/26/2018

__Signature of Reporting Person

Date

/s/ Kris Agarwal, as Attorney-In-Fact for John T. Reynolds

02/26/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

HCperf Holdings B.V. (formerly known as GEODynamics B.V.), a Netherlands private limited liability company, directly owns common stock of the Issuer. LRP IV Luxembourg Holdings S.a.r.l. ("LRP IV") and LRP V Luxembourg Holdings S.a.r.l. ("LRP V") collectively own a majority of the outstanding equity interests in GEODynamics B.V. LRP GP IV, Inc. ("GP Inc. IV") is the general partner of Lime

- (1) Rock Partners GP IV, L.P. ("GP LP IV"), which is the general partner of Lime Rock Partners IV, L.P. ("Lime Rock IV"), which wholly owns LRP IV. LRP GP V, Inc. ("GP Inc. V") is the general partner of Lime Rock Partners GP V, L.P. ("GP LP V"), which is the general partner of Lime Rock Partners V, L.P. ("Lime Rock V"), which wholly owns LRP V. John T. Reynolds ("Reynolds") and Jonathan C. Farber ("Farber") are the sole directors of each of GP Inc. IV and GP Inc. V.

- (2) (Continued from Footnote 1) Therefore, LRP IV, Lime Rock IV, GP LP IV, GP Inc. IV, LRP V, Lime Rock V, GP LP V, GP Inc. V, Reynolds and Farber may be deemed to beneficially own the reported securities. This report shall not be an admission that LRP IV, Lime Rock IV, GP LP IV, GP Inc. IV, LRP V, Lime Rock V, GP LP V, GP Inc. V, Reynolds and Farber is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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