

Frank's International N.V.
Form 4
February 27, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Mosing D. Keith

(Last) (First) (Middle)
10260 WESTHEIMER RD.
(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Frank's International N.V. [FI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock, par value Euro 0.01 per share | 02/23/2017 | | M | 88,141 A | € 1,590,120 | D | |
| Common stock, par value Euro 0.01 per share | 02/23/2017 | | F | 25,880 (2) D | \$ 12.52 1,564,240 | D | |
| Common stock, par | | | | | 33,024 | I | Held by Child. |

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value Euro
0.01 per
share

Common
stock, par
value Euro
0.01 per
share

33,024

I

Held by
Child.

Common
stock, par
value Euro
0.01 per
share

50,000

I

Held by
Spouse.

Common
stock, par
value Euro
0.01 per
share

10,500,720

I

See
Footnote
(3)

Common
stock, par
value Euro
0.01 per
share

52,976,000

I

See
Footnote
(4)

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

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(9-02)

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

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (1) | 02/23/2017 | | M | 88,141 | (5) (5) | Common Stock | 88,141 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mosing D. Keith 10260 WESTHEIMER RD. HOUSTON, TX 77042 | X | X | | |

Signatures

/s/ D. Keith Mosing, by Joshua K. Hancock, as Attorney-in-Fact 02/27/2017

__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).
- (1) Restricted stock units ("RSUs") convert into common stock on a one-for-one basis.

In connection with the vesting of shares of RSUs pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan, Frank's International N.V. (the "Issuer") withheld vested shares to satisfy tax withholding obligations. The number of vested shares withheld was based on the closing price per share on February 22, 2017. The withholding of vested shares pursuant to this award was approved by the Board of Supervisory Directors of the Issuer, and the number of shares indicated in this Form 4 was acquired as treasury stock by the Issuer.
- (3) As of February 23, 2017, the Donald Keith Mosing Family Partnership, Ltd ("DKM PL") directly owns 10,500,720 shares of Frank's International N.V.'s common stock, par value Euro 0.01 per share. DKM PL is controlled by Donald Keith Mosing, in his capacity as its general partner and trustee of its other general partner, Donald Keith Mosing Revocable Trust.
- (4) The 52,976,000 shares of common stock reported are owned directly by Mosing Holdings, LLC. D. Keith Mosing is the Chairman, President and Chief Executive Officer of Mosing Holdings, LLC. Accordingly, Mr. Mosing may be deemed to beneficially own shares of Common Stock owned by Mosing Holdings, LLC. Mr. Mosing disclaims beneficial ownership of the Common Stock owned by Mosing Holdings, LLC, except to the extent of his pecuniary interest therein.
- (5) On February 23, 2015, the reporting person was granted 264,423 RSUs that will vest ratably in three annual installments beginning on February 23, 2016.
- (6) Consists of 10,060 RSUs that will vest in full on May 1, 2017 and 88,141 that will vest on February 23, 2018.

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.