

OIL STATES INTERNATIONAL, INC

Form 10-K/A

April 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

Amendment No. 1

**/x/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

or

**// TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file no. 001-16337

Oil States International, Inc.

(Exact name of registrant as specified in its charter)

Delaware **76-0476605**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

Three Allen Center, 333 Clay Street, Suite 4620, Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(713) 652-0582

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) YES ☒ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of common stock held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2014, was \$3,414,229,876.

The number of shares of the registrant's common stock, par value \$0.01 per share, outstanding as of April 28, 2015 was 51,592,033 shares.

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

The purpose of this Amendment No. 1 (this “Amendment”) to our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on February 23, 2015 (the “Original Filing”), is to re-file Exhibit 23.1 in the Original Filing, which did not include a conformed signature of Ernst & Young LLP. The registrant received a manually signed consent from Ernst & Young LLP on February 23, 2015.

Other than as set forth above, no part of the Original Filing is amended hereby, and this Amendment does not reflect events that have occurred after the Original Filing.

PART IV

Item 15. *Exhibits, Financial Statement Schedules*

(b) Index of Exhibits

<u>Exhibit No.</u>	<u>Description</u>
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification of Chief Executive Officer of Oil States International, Inc. pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.
31.2*	Certification of Chief Financial Officer of Oil States International, Inc. pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934.
----- *	Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on April 30, 2015.

OIL STATES INTERNATIONAL, INC.

By /s/ CINDY B. TAYLOR

Cindy B. Taylor

President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities indicated on April 30, 2015.

Signature

Title

/s/ STEPHEN A. WELLS*

Stephen A. Wells

Chairman of the Board

/s/ CINDY B. TAYLOR

Cindy B. Taylor

Director, President & Chief Executive Officer
(Principal Executive Officer)

/s/ LLOYD A. HAJDIK

Lloyd A. Hajdik

Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ SARAH A. MUNSON

Sarah A. Munson

Vice President, Controller and Chief Accounting Officer
(Principal Accounting Officer)

/s/ LAWRENCE R. DICKERSON*

Lawrence R. Dickerson

Director

/s/ S. JAMES NELSON, JR.*

S. James Nelson, Jr.

Director

/s/ MARK G. PAPA*

Director

Mark G. Papa

/s/ GARY L. ROSENTHAL* Director
Gary L. Rosenthal

/s/ CHRISTOPHER T. SEAYER* Director
Christopher T. Seaver

/s/ WILLIAM T. VAN KLEEF* Director
William T. Van Kleef

*By: /s/ LLOYD A. HAJDIK
Lloyd A. Hajdik, pursuant to a power of
attorney filed as Exhibit 24.1 to the
Original Filing