

Frank's International N.V.
Form 4
August 16, 2013

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Frank's International Management
B.V.

(Last) (First) (Middle)

PRINS BERNHARDPLEIN 200

(Street)

1097 JB, AMSTERDAM, P7

(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)
08/14/2013

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)
			Code	V	Amount	(D)	Price

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

**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.**

SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---	--	---	---	--------------------------------------	---	--	---

Edgar Filing: Frank's International N.V. - Form 4

Derivative Security	(D) (Instr. 3, 4, and 5)								
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares	
Series A preferred stock, par value Euro 0.01 per share	<u>(1)</u>		08/14/2013	<u>J</u> <u>(2)</u>	52,976,000	<u>(1)</u>	<u>(1)</u>	Common Stock	52,976,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frank's International Management B.V. PRINS BERNHARDPLEIN 200 1097 JB, AMSTERDAM, P7			X	

Signatures

/s/ Frank's International Management B.V., by Brian D. Baird, as Attorney-in-Fact 08/16/2013

__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).
- Pursuant to the Amended and Restated Articles of Association of the Frank's International N.V. (the "Issuer") and the Limited Partnership Agreement of Frank's International C.V. ("FICV"), holder's of the Issuer's Series A preferred stock, par value Euro 0.01 per share (the "Preferred Stock") will have the right to convert all or a portion of their Preferred Stock into the Issuer's common stock, par value Euro 0.01 per share (the "Common Stock") at any time by delivery to the Issuer of an equivalent number of FICV portions, which portions are equal to the holders total limited partnership interest in FICV divided by the total number of issued and outstanding shares of the Issuer's Preferred Stock.
- (1) Immediately prior to the closing of the Issuer's initial public offering, Frank's International Management B.V. ("FIMBV") held title to 52,976,000 shares of Preferred Stock owned by FICV, in its capacity as sole general partner of FICV. In connection with closing of the initial public offering and pursuant to that certain Global Transaction Agreement, dated July 22, 2013, by and among the Issuer and Mosing Holdings, Inc., FICV contributed 52,976,000 shares of Preferred Stock to Mosing Holdings, Inc. in exchange for all of the outstanding membership interests in Frank's International, LLC, Frank's Casing Crew & Rental Tools, LLC and Frank's Tong Service, LLC.
- (2)

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.