



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 7, 2018, Mark G. Papa resigned from the Oil States International, Inc. (the “Company”) Board of Directors (the “Board”). Mr. Papa’s resignation is in connection with his decision to join the board of directors of a competitor and did not result from any disagreement with the Company regarding any matter related to the Company’s operations, policies or practices. Prior to his resignation, Mr. Papa served as Chairman of the Board and as a member of the Compensation Committee and Nominating & Corporate Governance Committee. On August 7, 2018, the Board accepted Mr. Papa’s resignation and approved the acceleration of Mr. Papa’s previously reported award of 3,425 shares of Company common stock which were previously scheduled to vest on the day preceding the Company’s 2019 annual meeting of stockholders.

On August 7, 2018, the Board appointed Robert L. Potter as Chairman of the Board to fill the vacancy created by Mr. Papa’s resignation. As of the filing of this report, the Board has not determined who will replace Mr. Papa on the Compensation Committee or the Nominating & Corporate Governance Committee.

Item 7.01. Regulation FD Disclosure.

On August 7, 2018, the Company issued a press release relating to Mr. Papa’s resignation and the appointment of Mr. Potter as Chairman of the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in Item 7.01 of and Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be incorporated by reference into any previous or future registration statements filed under the Securities Act of 1933 unless specifically identified therein as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated as of August 7, 2018.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OIL STATES INTERNATIONAL, INC.

Date: August 7, 2018 By: /s/ LLOYD A. HAJDIK

Lloyd A. Hajdik

Executive Vice President, Chief Financial Officer & Treasurer