

Stephens Douglas Glen
Form 4
October 20, 2017

FORM 4

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

OMB APPROVAL

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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 *
Stephens Douglas Glen

2. Issuer Name and Ticker or Trading Symbol
FRANK'S INTERNATIONAL N.V.
[FI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2017

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Former President and CEO

HOUSTON, TX 77042

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock, par value Euro 0.01 per share	10/19/2017		M		35,547 A <u>1</u> 37,320	D	
Common Stock, par value Euro 0.01 per share	10/19/2017		A		26,126 <u>(2)</u> A \$ 0 63,446	D	
Common Stock, par	10/19/2017		F		16,869 <u>(3)</u> D \$ 6.97 46,577	D	

value Euro
0.01 per
share

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)	10/19/2017		M	35,547 (4)	(4) (4)	Common Stock	35,547

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephens Douglas Glen 10260 WESTHEIMER RD. HOUSTON, TX 77042				Former President and CEO

Signatures

/s/ Douglas Stephens, by Joshua K. Hancock, as Attorney-in-Fact 10/20/2017

_____*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.
Pursuant to that certain Separation Agreement (the "Separation Agreement") entered into by and between the reporting person and Frank's International N.V. (the "Issuer") on October 5, 2017, one-third of the performance-based RSU award granted to the reporting person on
- (2) February 20, 2017 became vested, and the remaining two-thirds of such performance-based RSU award was cancelled for no consideration.

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In connection with the vesting of shares of RSUs pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan and the Separation Agreement, the Issuer withheld vested shares to satisfy tax withholding obligations. The number of vested shares withheld was (3) based on the closing price per share on October 18, 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.

Pursuant to the Separation Agreement, one-third of the RSUs granted on each of November 15, 2016 and February 20, 2017 became (4) vested, and the remaining two-thirds of the RSUs granted on each of November 15, 2016 and February 20, 2017 were forfeited for no consideration.

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.