

Frank's International N.V.
Form 4
July 05, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
07/01/2016

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value Euro 0.01 per share	07/01/2016		M		681,819	A	€
Common stock, par value Euro 0.01 per share					33,024	I	Held by Child.
Common stock, par value Euro 0.01 per share					33,024	I	Held by Child.

value Euro
0.01 per
share

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
(2)

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	07/01/2016		M	681,819	<u>(3)</u> <u>(3)</u>	Common Stock 681,819

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

07/05/2016

__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.
As of July 1, 2016, 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.
- (2) On August 14, 2013, the reporting person was granted 1,136,364 RSUs, vesting 20% per year on the anniversary of the grant over the first three years, with the remaining 40% vesting on March 31, 2017. This grant was accelerated and vested in full on July 1, 2016 pursuant to that certain Separation Agreement dated December 31, 2015, by and among Frank's International, LLC, Frank's International N.V. and Donald Keith Mosing.
- (3) Also consists of 176,282 RSUs that will vest 50% on February 23, 2017 and 50% on February 23, 2018 and 10,060 RSUs that will vest in full on May 1, 2017.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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