

McClure Kyle  
Form 4  
February 21, 2019

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McClure Kyle

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., SUITE  
700

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) SVP and CFO

(Street)  
HOUSTON, TX 77042

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)                   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| Common<br>stock, par<br>value Euro<br>0.01 per<br>share | 02/19/2019                              |   | M                                       | 9,550 A  | 42,181   | D  |   |
| Common<br>stock, par<br>value Euro<br>0.01 per<br>share | 02/19/2019                              |   | F                                       | 2,832<br>(2) D   | \$<br>6.59 39,349  | D  |   |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Unit                      | <u>(1)</u>   | 02/19/2019                           |  | M                              | 9,550   | <u>(3)</u> <u>(3)</u>                                    | Common Stock 9,550  |
| Restricted Stock Unit                      | <u>(4)</u>   | 02/19/2019                           |  | A                              | 26,555  | <u>(5)</u> <u>(5)</u>                                    | Common Stock 26,555   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| McClure Kyle<br>10260 WESTHEIMER RD.<br>SUITE 700<br>HOUSTON, TX 77042 |               |           | SVP and CFO |       |

## Signatures

/s/ Kyle McClure, by Joshua K. Hancock, as Attorney-in-Fact 02/21/2019

\_\_\_\_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.

In connection with the vesting of shares of RSUs pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan, Frank's International N.V. (the "Issuer") withheld vested shares to satisfy tax withholding obligations. The number of vested shares withheld was based on the closing price per share on February 15, 2019. 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.

(3) On February 19, 2018, the reporting person was granted 28,650 RSUs vesting ratably in three annual installments beginning on February 19, 2019.

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- (4) Each RSU represents a contingent right to receive, upon vesting, one share of common stock, par value Euro 0.01 per share, of the Issuer.
- (5) The 26,555 RSUs reported on this Form 4 will vest ratably in three annual installments beginning on February 19, 2020.

Also consists of (i) 3,234 RSUs that will vest on February 23, 2019, (ii) 6,914 RSUs that will vest 50% on February 23, 2019 and 50% on

- (6) February 23, 2020, (iii) 9,562 RSUs that will vest 50% on June 5, 2019 and 50% on June 5, 2020, and (iv) 19,100 RSUs that will vest 50% on February 19, 2020 and 50% on February 19, 2021.

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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