

KEARNEY MICHAEL C

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 *
KEARNEY MICHAEL C

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)

02/19/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, 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	(A) or (D)	Price		
Common stock, par value Euro 0.01 per share	02/19/2019		M		28,866	A	122,943	D	
Common stock, par value Euro 0.01 per share	02/19/2019		F		11,635	D	\$ 6.59	D	

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 Number Shares
Restricted Stock Unit	<u>(1)</u>	02/19/2019		M	28,866	<u>(3)</u> <u>(3)</u>	Common Stock 28,866
Restricted Stock Unit	<u>(4)</u>	02/19/2019		A	199,165	<u>(5)</u> <u>(5)</u>	Common Stock 199,165

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEARNEY MICHAEL C 10260 WESTHEIMER RD. HOUSTON, TX 77042	X Chairman, President and CEO

Signatures

/s/ Michael C. Kearney, 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 86,600 RSUs vesting ratably in three annual installments beginning on February 19, 2019.

(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 199,165 RSUs reported on this Form 4 will vest ratably in three annual installments beginning on February 19, 2020.

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- (6) Also consists of (i) 111,182 RSUs that will vest 50% on September 26, 2019 and 50% on September 26, 2020, and (ii) 57,734 RSUs that will 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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