

Miles Darren C.  
Form 4  
February 26, 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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miles Darren 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, SUITE  
700

(Street)

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

02/23/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Accting Officer & VP-Tax

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

HOUSTON, TX 77042

(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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value Euro 0.01 per share	02/23/2019		M	3,234 A	11,368	D	
Common stock, par value Euro 0.01 per share	02/23/2019		F	959 (2) D	\$ 6.67 11,409	D	
	02/23/2019		M	3,457 A	14,866	D	

Common  
stock, par  
value Euro  
0.01 per  
share

Common  
stock, par  
value Euro 02/23/2019  
0.01 per  
share

F 1,025 D \$ 13,841 D  
(2) 6.67

Common  
stock, par  
value Euro 02/23/2019  
0.01 per  
share

M 3,733 A 17,574 D  
(1)

Common  
stock, par  
value Euro 02/23/2019  
0.01 per  
share

F 1,107 D \$ 16,467 D  
(2) 6.67

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)		8. Pr Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	02/23/2019		M		3,234		(3)	(3)	Common Stock	3,234	\$
Restricted Stock Unit	(1)	02/23/2019		M		3,457		(4)	(4)	Common Stock	3,457	\$
	(1)	02/23/2019		M		3,733		(5)	(5)		3,733	\$

Restricted  
Stock UnitCommon  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Miles Darren C. 10260 WESTHEIMER RD SUITE 700 HOUSTON, TX 77042	Chief Accting Officer & VP-Tax

## Signatures

/s/ Darren C. Miles, by Joshua K. Hancock, as  
Attorney-in-Fact

02/26/2019

\_\_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

(2) based on the closing price per share on February 22, 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 May 1, 2016, the reporting person was granted 9,700 RSUs vesting ratably in three annual installments beginning on February 23, 2017.

(4) On February 23, 2017, the reporting person was granted 10,370 RSUs vesting ratably in three annual installments beginning on February 23, 2018.

(5) On February 23, 2018, the reporting person was granted 11,200 RSUs vesting ratably in three annual installments beginning on February 23, 2019.

Consists of (i) 4,193 RSUs that will vest on August 3, 2019, (ii) 10,812 RSUs that will vest ratably in three annual installments beginning

(6) on February 19, 2020, (iii) 3,457 RSUs that will vest on February 23, 2020, and (iv) 7,467 RSUs that will vest 50% on February 23, 2020 and 50% on February 23, 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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