

Russell Steven J
Form 4
May 01, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Russell Steven J

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, SUITE 700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, TRS

HOUSTON, TX 77042

(City) (State) (Zip)

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

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	05/01/2019		M		3,333 A € 14,738	D	
Common stock, par value Euro 0.01 per share	05/01/2019		F		812 (2) D \$ 5.84 13,926	D	

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	<u>(1)</u>	05/01/2019		M	3,333	<u>(3)</u> <u>(3)</u>	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Russell Steven J 10260 WESTHEIMER SUITE 700 HOUSTON, TX 77042			President, TRS	

Signatures

/s/ Steven Russell, by Joshua K. Hancock, as Attorney-in-Fact 05/01/2019

**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 April 30, 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, 2017, the reporting person was granted 10,000 RSUs vesting ratably in three annual installments beginning on May 1, 2018.

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- (4) Consists of (i) 30,349 RSUs that will vest ratably in three annual installments beginning on February 19, 2020, (ii) 11,267 RSUs that will vest 50% on February 23, 2020 and 50% on February 23, 2021 and (iii) 3,334 RSUs that will vest on May 1, 2020.

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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