

Frank's International N.V.  
Form 4  
August 18, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Baird Brian D.

(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)  
08/14/2014

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)  
See Remarks

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common stock, par value Euro 0.01 per share | 08/14/2014                           |  | M                              |   | 22,727  | A  | € 1   |
| Common stock, par value Euro 0.01 per share | 08/14/2014                           |  | F                              |   | 8,476   | D  | \$ 20.09  |
| Common stock, par value Euro 0.01 per share | 08/14/2014                           |  | S <sup>(3)</sup>               |   | 2,955   | D  | \$ 20.3894  |

value Euro (4)  
 0.01 per  
 share

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

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit                      | (1)  | 08/14/2014                           |  | M                              | 22,727  | (5) (5)  | Common Stock  | 22,727                        |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Baird Brian D.<br>10260 WESTHEIMER RD.<br>HOUSTON, TX 77042 |               |           | See Remarks |       |

## Signatures

/s/ Brian D. Baird  
 08/18/2014

\_\_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 convert into common stock on a one-for-one basis.
- (2) In connection with the vesting of shares of restricted stock units pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan, 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 August 13, 2014. The withholding of vested shares pursuant to this award was approved by the Board of

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Supervisory Directors of the issuer, and the number of shares indicated in this Form 4 was acquired as treasury stock by the issuer.

- (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on June 23, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.25 to \$20.53, inclusive. The reporting person undertakes to provide to Frank's International N.V., any security holder of Frank's International N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

- (5) On August 14, 2013, the reporting person was granted 113,636 restricted stock units, vesting 20% per year on the anniversary of the grant over the first three years, with the remaining 40% vesting on March 31, 2017.

### **Remarks:**

Vice President, Chief Legal Officer and Secretary

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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