

Mosing D. Keith
Form 4
August 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
Mosing D. Keith

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.

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2018

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

(Street)
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 Indirect Ownership (Instr. 4) |
|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common stock, par value Euro 0.01 per share | 08/27/2018 | | S | | 18,910 | D | \$ 8.77 |
| Common stock, par value Euro 0.01 per share | 08/28/2018 | | S | | 77,700 | D | \$ 8.6301 (1) |
| Common stock, par value Euro 0.01 per share | 08/29/2018 | | S | | 153,390 | D | \$ 8.6731 |

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| | <u>(2)</u> | | |
|---------------------------------------------------------|------------|---|-------------------------------|
| value Euro 0.01 per share | | | |
| Common stock, par value Euro 0.01 per share | 33,024 | I | Held by Child |
| Common stock, par value Euro 0.01 per share | 33,024 | I | Held by Child |
| Common stock, par value Euro 0.01 per share | 50,000 | I | Held by Spouse |
| Common stock, par value Euro 0.01 per share | 6,370,920 | I | See footnote <u>(3)</u> |
| Common stock, par value Euro 0.01 per share | 440,185 | I | See footnote <u>(4)</u> |
| Common stock, par value Euro 0.01 per share | 89,596 | I | See footnote <u>(5)</u> |
| Common stock, par value Euro 0.01 per share | 31,785,600 | I | See footnote <u>(6)</u> |

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)**

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| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mosing D. Keith 10260 WESTHEIMER RD. HOUSTON, TX 77042 | X | X | | |

Signatures

/s/ D. Keith Mosing, by Joshua K. Hancock, as Attorney-in-Fact 08/29/2018

__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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.595 to \$8.68, inclusive. The reporting person undertakes to provide to Frank's International N.V. (the "Issuer"), any security holder of the Issuer, 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 footnotes (1) and (2) to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.62 to \$8.735, inclusive.
 - (2) As of August 28, 2018, the Donald Keith Mosing Family Partnership, Ltd ("DKM PL") directly owns 6,370,920 shares of Frank's International N.V.'s common stock, par value Euro 0.01 per share (the "Common Stock"). DKM PL is controlled by Donald Keith Mosing, in his capacity as its general partner and trustee of its other general partner, Donald Keith Mosing Revocable Trust.
 - (3) The 440,185 shares reported are as of August 28, 2018 and are owned directly by the 2015 Mosing Family Delaware Trust f/b/o Keith Mosing, of which Donald Keith Mosing is the investment advisor. Mr. Mosing disclaims beneficial ownership of the Common Stock owned by the trust, except to the extent of his pecuniary interest therein.
 - (4) The 89,596 shares reported are as of August 28, 2018 and are owned directly by the By-Pass Corporate Stock Trust u/l/w Janice P. Mosing f/b/o Donald Keith Mosing, of which Donald Keith Mosing is the trustee. Mr. Mosing disclaims beneficial ownership of the Common Stock owned by the trust, except to the extent of his pecuniary interest therein.
 - (5) The 31,785,600 shares of common stock reported are as of August 28, 2018 and are owned directly by Mosing Holdings, LLC. D. Keith Mosing is the Chairman, President and Chief Executive Officer of Mosing Holdings, LLC. Accordingly, Mr. Mosing may be deemed to beneficially own shares of Common Stock owned by Mosing Holdings, LLC. Mr. Mosing disclaims beneficial ownership of the Common

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Stock owned by Mosing Holdings, LLC, except to the extent of his pecuniary interest therein.

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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