

Frank's International N.V.
Form 4
February 27, 2017

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 *
Latiolais Burney J. Jr.

(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)
02/23/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Global Operations

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	02/23/2017		M		5,454	A	Ⓛ
Common stock, par value Euro 0.01 per share	02/23/2017		F		1,772 (2)	D	\$ 12.52
Common stock, par value Euro 0.01 per share	02/23/2017		M		6,733	A	Ⓛ
					5,454		D
					3,682		D
					10,415		D

value Euro
0.01 per
share

Common
stock, par

value Euro 02/23/2017

0.01 per
share

F 1,791 D \$ 8,624 D
(2) 12.52

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)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	<u>(1)</u>	02/23/2017		M	5,454	<u>(3)</u>	<u>(3)</u>	Common Stock	5,454
Restricted Stock Unit	<u>(1)</u>	02/23/2017		M	6,733	<u>(4)</u>	<u>(4)</u>	Common Stock	6,733

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Latiolais Burney J. Jr.
10260 WESTHEIMER RD.
HOUSTON, TX 77042

EVP, Global Operations

Signatures

/s/ Burney J. Latiolais, by Joshua K. Hancock, as
Attorney-in-Fact

02/27/2017

__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 22, 2017. 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 23, 2015, the reporting person was granted 16,361 RSUs, vesting ratably in three annual installments beginning on February 23, 2016.

(4) On May 11, 2016, the reporting person was granted 20,200 RSUs, vesting ratably in three annual installments beginning on February 23, 2017.

(5) Consists of (i) 45,455 RSUs that will vest on March 31, 2017, (ii) 5,454 RSUs that will vest on February 23, 2018, (iii) 13,467 RSUs that will vest 50% on February 23, 2018 and 50% on February 23, 2019, and (iv) 32,154 RSUs that will vest ratably in three annual installments beginning on February 20, 2018.

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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