

FORUM ENERGY TECHNOLOGIES, INC.  
Form 8-K  
May 06, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 30, 2014**

**FORUM ENERGY TECHNOLOGIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35504**  
**(Commission**  
  
**File Number)**

**61-1488595**  
**(I.R.S. Employer**  
  
**Identification No.)**

**920 Memorial City Way, Suite 1000**

**Houston, Texas**

**77024**

**(Address of principal executive offices)**

**(zip code)**

**Registrant's telephone number, including area code: (281) 949-2500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On April 30, 2014, Forum Energy Technologies, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) by and among the Company, the selling stockholders named on Schedule 1 thereto (the Selling Stockholders) and J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the several underwriters named on Schedule 2 thereto (the Underwriters), relating to the sale (the Offering) by the Selling Stockholders to the Underwriters of 10,000,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock). Pursuant to the Underwriting Agreement, the Underwriters were granted an option (the Underwriters Option) for a period of 30 days to purchase from the Selling Stockholders up to an additional 1,500,000 shares of Common Stock, at the same price per share, to cover over-allotments, if any. On May 1, 2014, the Underwriters exercised the Underwriters Option in full.

The material terms of the Offering are described in prospectus supplement dated, April 30, 2014 (the Prospectus Supplement) and the base prospectus dated September 20, 2013 as filed by the Company with the Securities and Exchange Commission (the SEC) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act) on May 1, 2014. The Offering is registered with the SEC pursuant to an effective registration statement on Form S-3 (File No. 333-191294) filed by the Company under the Securities Act with the SEC on September 20, 2013.

In the Underwriting Agreement, the Company and the Selling Stockholders each agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, and to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Offering is expected to close on May 6, 2014, subject to customary closing conditions. The Company will not receive any proceeds from the Offering, and the number of outstanding shares of the Common Stock will not change as a result of the Offering. Upon completion of the Offering, the Selling Stockholders will own approximately 26.1% of the Company's outstanding common stock.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
1.1	Underwriting Agreement, dated April 30, 2014, by and among Forum Energy Technologies, Inc., the selling stockholders listed on Schedule 1 thereto and J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed on Schedule 2 thereto.
5.1	Legal Opinion.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Forum Energy Technologies, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FORUM ENERGY TECHNOLOGIES, INC.**

Date: May 6, 2014

By: /s/ James L. McCulloch  
James L. McCulloch  
Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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5.1	Legal Opinion.