

KEARNEY MICHAEL C  
Form 4  
February 21, 2019

**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 \*  
KEARNEY MICHAEL C

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.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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 Ownership (Instr. 4)		
			Code	V	Amount (D) or Price				
Common stock, par value Euro 0.01 per share	02/19/2019		M		28,866	A	122,943	D	
Common stock, par value Euro 0.01 per share	02/19/2019		F		11,635 (2)	D	\$ 6.59	111,308	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Unit	(1)	02/19/2019		M	28,866	(3) (3)	Common Stock 28,866
Restricted Stock Unit	(4)	02/19/2019		A	199,165	(5) (5)	Common Stock 199,165

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEARNEY MICHAEL C 10260 WESTHEIMER RD. HOUSTON, TX 77042	X		Chairman, President and CEO	

## Signatures

/s/ Michael C. Kearney, by Joshua K. Hancock, as Attorney-in-Fact 02/21/2019

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 based on the closing price per share on February 15, 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.
- (2) On February 19, 2018, the reporting person was granted 86,600 RSUs vesting ratably in three annual installments beginning on February 19, 2019.
- (3) Each RSU represents a contingent right to receive, upon vesting, one share of common stock, par value Euro 0.01 per share, of the Issuer.
- (4) The 199,165 RSUs reported on this Form 4 will vest ratably in three annual installments beginning on February 19, 2020.

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- (6) Also consists of (i) 111,182 RSUs that will vest 50% on September 26, 2019 and 50% on September 26, 2020, and (ii) 57,734 RSUs that will 50% on February 19, 2020 and 50% on February 19, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.