

OIL STATES INTERNATIONAL, INC
Form 10-Q
October 27, 2017
Table of Contents

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

FORM 10-Q
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended September 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission file number: 001-16337

OIL STATES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware 76-0476605
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

Three Allen Center, 333 Clay Street, Suite 4620, 77002
Houston, Texas (Zip Code)

(Address of principal executive offices)

(713) 652-0582

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES NO

As of October 23, 2017, the number of shares of common stock outstanding was 51,089,350.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

INDEX

	Page No.
Part I -- FINANCIAL INFORMATION	
Item 1. Financial Statements:	
Condensed Consolidated Financial Statements	
Unaudited Consolidated Statements of Operations	<u>3</u>
Unaudited Consolidated Statements of Comprehensive Loss	<u>4</u>
Consolidated Balance Sheets	<u>5</u>
Unaudited Consolidated Statement of Stockholders' Equity	<u>6</u>
Unaudited Consolidated Statements of Cash Flows	<u>7</u>
Notes to Unaudited Condensed Consolidated Financial Statements	<u>8 -17</u>
Cautionary Statement Regarding Forward-Looking Statements	<u>18-19</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>19-29</u>
Item 3. Quantitative and Qualitative Disclosures About Market Risk	<u>30</u>
Item 4. Controls and Procedures	<u>31</u>
Part II -- OTHER INFORMATION	
Item 1. Legal Proceedings	<u>32</u>
Item 1A. Risk Factors	<u>32</u>
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>32</u>
Item 3. Defaults Upon Senior Securities	<u>32</u>
Item 4. Mine Safety Disclosures	<u>32</u>
Item 5. Other Information	<u>32</u>
Item 6. Exhibits	<u>32</u>
Signature Page	<u>33</u>

PART I – FINANCIAL INFORMATION

ITEM 1. Financial Statements

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Revenues:				
Products	\$67,339	\$109,312	\$223,269	\$323,566
Service	96,709	69,694	263,648	200,944
	164,048	179,006	486,917	524,510
Costs and expenses:				
Product costs	50,593	75,345	160,252	227,855
Service costs	78,596	60,421	219,697	173,125
Selling, general and administrative expense	26,843	30,388	84,055	90,854
Depreciation and amortization expense	26,788	29,848	82,552	89,666
Other operating (income) expense, net	(589)	(1,370)	374	(4,098)
	182,231	194,632	546,930	577,402
Operating loss	(18,183)	(15,626)	(60,013)	(52,892)
Interest expense	(1,147)	(1,364)	(3,370)	(4,124)
Interest income	73	119	243	321
Other income	207	32	477	462
Loss from continuing operations before income taxes	(19,050)	(16,839)	(62,663)	(56,233)
Income tax benefit	4,019	6,021	15,708	20,474
Net loss from continuing operations	(15,031)	(10,818)	(46,955)	(35,759)
Net loss from discontinued operations, net of tax	—	—	—	(4)
Net loss attributable to Oil States	\$(15,031)	\$(10,818)	\$(46,955)	\$(35,763)
Basic net loss per share attributable to Oil States from:				
Continuing operations	\$(0.30)	\$(0.22)	\$(0.94)	\$(0.71)
Discontinued operations	—	—	—	—
Net loss	\$(0.30)	\$(0.22)	\$(0.94)	\$(0.71)
Diluted net loss per share attributable to Oil States from:				
Continuing operations	\$(0.30)	\$(0.22)	\$(0.94)	\$(0.71)
Discontinued operations	—	—	—	—
Net loss	\$(0.30)	\$(0.22)	\$(0.94)	\$(0.71)
Weighted average number of common shares outstanding:				
Basic	49,978	50,222	50,190	50,158
Diluted	49,978	50,222	50,190	50,158

The accompanying notes are an integral part of these financial statements.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In Thousands)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Net loss	\$(15,031)	\$(10,818)	\$(46,955)	\$(35,763)
Other comprehensive income (loss):				
Currency translation adjustments	4,857	(5,217)	13,490	(12,534)
Comprehensive loss attributable to Oil States	\$(10,174)	\$(16,035)	\$(33,465)	\$(48,297)

The accompanying notes are an integral part of these financial statements.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Amounts)

	September 30, 2017	December 31, 2016
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$65,864	\$68,800
Accounts receivable, net	210,218	234,513
Inventories, net	173,447	175,490
Prepaid expenses and other current assets	26,464	11,174
Total current assets	475,993	489,977
Property, plant, and equipment, net	508,743	553,402
Goodwill, net	268,917	263,369
Other intangible assets, net	50,105	52,746
Other noncurrent assets	25,597	24,404
Total assets	\$1,329,355	\$1,383,898
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt and capitalized leases	\$492	\$538
Accounts payable	44,768	34,207
Accrued liabilities	47,632	45,333
Income taxes payable	1,031	5,839
Deferred revenue	22,588	21,315
Total current liabilities	116,511	107,232
Long-term debt and capitalized leases	19,061	45,388
Deferred income taxes	4,592	5,036
Other noncurrent liabilities	22,914	21,935
Total liabilities	163,078	179,591
Stockholders' equity:		
Common stock, \$.01 par value, 200,000,000 shares authorized, 62,721,256 shares and 62,295,870 shares issued, respectively	627	623
Additional paid-in capital	748,581	731,562
Retained earnings	1,086,518	1,133,473
Accumulated other comprehensive loss	(56,810)	(70,300)
Treasury stock, at cost, 11,631,810 and 10,921,509 shares, respectively	(612,639)	(591,051)
Total stockholders' equity	1,166,277	1,204,307
Total liabilities and stockholders' equity	\$1,329,355	\$1,383,898

The accompanying notes are an integral part of these financial statements.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(In Thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Equity
Balance, December 31, 2016	\$ 623	\$ 731,562	\$ 1,133,473	\$ (70,300)	\$(591,051)	\$ 1,204,307
Net loss	—	—	(46,955)	—	—	(46,955)
Currency translation adjustments (excluding intercompany advances)	—	—	—	12,346	—	12,346
Currency translation adjustments on intercompany advances	—	—	—	1,144	—	1,144
Stock-based compensation expense- Restricted stock	4	16,043	—	—	—	16,047
Stock options	—	976	—	—	—	976
Stock repurchases	—	—	—	—	(16,283)	(16,283)
Surrender of stock to pay taxes on restricted stock awards	—	—	—	—	(5,305)	(5,305)
Balance, September 30, 2017	\$ 627	\$ 748,581	\$ 1,086,518	\$ (56,810)	\$(612,639)	\$ 1,166,277

The accompanying notes are an integral part of these financial statements.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

	Nine Months Ended September 30,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$(46,955)	\$(35,763)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss from discontinued operations	—	4
Depreciation and amortization	82,552	89,666
Stock-based compensation expense	17,023	15,938
Deferred income tax benefit	(2,224)	(28,264)
Provision for bad debt	257	759
Gain on disposals of assets	(526)	(445)
Amortization of deferred financing costs	608	585
Other, net	62	689
Changes in operating assets and liabilities, net of effect from acquired businesses:		
Accounts receivable	26,909	68,193
Inventories	5,912	15,600
Accounts payable and accrued liabilities	11,811	(18,588)
Income taxes payable	(4,789)	(2,987)
Other operating assets and liabilities, net	(14,323)	2,392
Net cash flows provided by continuing operating activities	76,317	107,779
Net cash flows used in discontinued operating activities	—	3
Net cash flows provided by operating activities	76,317	107,782
Cash flows from investing activities:		
Capital expenditures	(20,331)	(23,893)
Acquisitions of businesses	(12,859)	—
Proceeds from disposition of property, plant and equipment	1,125	1,026
Other, net	(631)	(1,534)
Net cash flows used in investing activities	(32,696)	(24,401)
Cash flows from financing activities:		
Revolving credit facility borrowings (repayments), net	(26,578)	(59,731)
Debt and capital lease repayments	(403)	(398)
Purchase of treasury stock	(16,283)	—
Issuance of common stock from stock-based payment arrangements	—	367
Shares added to treasury stock as a result of net share settlements due to vesting of restricted stock	(5,305)	(3,950)
Net cash flows used in financing activities	(48,569)	(63,712)
Effect of exchange rate changes on cash and cash equivalents	2,012	(1,852)
Net change in cash and cash equivalents	(2,936)	17,817
Cash and cash equivalents, beginning of period	68,800	35,973
Cash and cash equivalents, end of period	\$65,864	\$53,790

The accompanying notes are an integral part of these financial statements.

7

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

1. Organization and Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Oil States International, Inc. and its subsidiaries (referred to in this report as “we” or the “Company”) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “Commission”) pertaining to interim financial information. Certain information in footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) have been condensed or omitted pursuant to these rules and regulations. The unaudited financial statements included in this report reflect all the adjustments, consisting of normal recurring adjustments, which the Company considers necessary for a fair presentation of the results of operations for the interim periods covered and for the financial condition of the Company at the date of the interim balance sheet. Results for the interim periods are not necessarily indicative of results for the full year.

The preparation of condensed consolidated financial statements in conformity with GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. If the underlying estimates and assumptions, upon which the financial statements are based, change in future periods, actual amounts may differ from those included in the accompanying condensed consolidated financial statements. Our industry is cyclical and this cyclicity impacts our estimates of the period over which future cash flows will be generated, as well as the predictability of these cash flows including our determination of whether a decline in value of our deferred tax assets, long-lived assets and/or goodwill has occurred.

During the first quarter of 2017, we modified the name of our “Offshore Products” segment to the “Offshore/Manufactured Products” segment given the higher proportional weighting of our shorter-cycle manufactured products (much of which is driven by land-based activity) to the total revenues generated by the segment. The Company has also provided supplemental disclosure in Note 12, “Segments and Related Information,” with respect to product and service revenues generated by the Offshore/Manufactured Products segment, including project-driven products, short-cycle products, and other products and services. There have been no operational, reporting or other material changes related to the Offshore/Manufactured Products segment.

The financial statements included in this report should be read in conjunction with the Company’s audited financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2016 (the “2016 Form 10 K”).

2. Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the “FASB”), which are adopted by the Company as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company’s consolidated financial statements upon adoption.

In May 2014, the FASB issued guidance on revenue from contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to receive in exchange for those goods or services. The guidance permits the use of either a full retrospective

or modified retrospective transition method. The Company will adopt this guidance on January 1, 2018, using the modified retrospective transition method applied to those contracts which are not completed as of that date. Upon adoption, we will recognize any cumulative effect of adopting this guidance as an adjustment to our opening balance of retained earnings. Prior periods will not be retrospectively adjusted. We have reviewed existing contracts with customers and will continue to review new contracts with certain customers (primarily those related to project-driven products) within our Offshore/Manufactured Products segment to determine the impact, if any, of the standard on such contracts and on our consolidated financial statements through the date of adoption. In accordance with the guidance, we expect to expand our revenue recognition disclosures in 2018 to address the new qualitative and quantitative requirements.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

In February 2016, the FASB issued guidance on leases which introduces the recognition of lease assets and lease liabilities by lessees for all leases which are not short-term in nature. The new standard requires a modified retrospective transition for capital or operating leases existing at or entered into after the beginning of the earliest comparative period presented in the financial statements. The Company will adopt this guidance on January 1, 2019. Upon initial evaluation, we believe the key change upon adoption will be the balance sheet recognition of our operating leases when we are the lessee. The income statement recognition appears similar to our current methodology. The Company's future obligations under operating leases as of December 31, 2016 are summarized in Note 14, "Commitments and Contingencies," in our 2016 Form 10 K.

In March 2016, the FASB issued guidance on employee share-based payment accounting which modifies existing guidance related to the accounting for forfeitures, employer tax withholding on stock-based compensation and the financial statement presentation of excess tax benefits or deficiencies. The Company adopted this guidance on January 1, 2017. Adoption of this standard had no retrospective impact on the Company's financial statements and the impact on the Company's income tax benefit during the first nine months of 2017 was not material.

In January 2017, the FASB issued guidance which simplifies the test of goodwill impairment. Under the revised standard, the Company will no longer be required to determine the implied fair value of goodwill by assigning the fair value of a reporting unit to its individual assets and liabilities as if that reporting unit had been acquired in a business combination. The revised guidance requires a prospective transition and permits early adoption for interim and annual goodwill impairment tests performed after January 1, 2017. The Company adopted this standard effective January 1, 2017.

In January 2017, the FASB issued guidance clarifying the definition of a business to assist entities with evaluating when a group of transferred assets and activities is a business in connection with a business combination. The revised standard provides that if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a set of similar identifiable assets, the group of transferred assets and activities is not a business. The Company adopted this standard effective January 1, 2017.

3. Details of Selected Balance Sheet Accounts

Additional information regarding selected balance sheet accounts at September 30, 2017 and December 31, 2016 is presented below (in thousands):

	September 30, 2017	December 31, 2016
Accounts receivable, net:		
Trade	\$ 148,981	\$ 173,087
Unbilled revenue	63,585	64,564
Other	5,304	5,372
Total accounts receivable	217,870	243,023
Allowance for doubtful accounts	(7,652)	(8,510)
	\$ 210,218	\$ 234,513

	September 30, 2017	December 31, 2016
Inventories, net:		
Finished goods and purchased products	\$86,553	\$87,241
Work in process	33,865	30,584
Raw materials	68,713	72,514
Total inventories	189,131	190,339
Allowance for excess or obsolete inventory	(15,684)	(14,849)
	\$173,447	\$175,490

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

	September 30, December 31,	
	2017	2016
Prepaid expenses and other current assets:		
Income taxes receivable (see Note 11)	\$ 17,695	\$ 430
Prepayments to vendors	2,826	877
Prepaid non-income taxes	1,857	1,650
Prepaid insurance	267	3,738
Other	3,819	4,479
	\$ 26,464	\$ 11,174
	Estimated	
	Useful	September 30, December 31,
	Life	2017 2016
	(years)	
Property, plant and equipment, net:		
Land	\$ 36,310	\$ 31,683
Buildings and leasehold improvements	3 – 40 231,824	227,642
Machinery and equipment	2 – 28 466,609	455,873
Completion services equipment	2 – 10 426,726	429,845
Office furniture and equipment	3 – 10 44,401	42,827
Vehicles	2 – 10 119,336	121,317
Construction in progress	34,011	27,519
Total property, plant and equipment	1,359,217	1,336,706
Accumulated depreciation	(850,474)	(783,304)
	\$ 508,743	\$ 553,402

	September 30, December 31,	
	2017	2016
Other noncurrent assets:		
Deferred compensation plan	\$ 19,875	\$18,772
Deferred income taxes	418	120
Other	5,304	5,512
	\$ 25,597	\$ 24,404

	September 30, December 31,	
	2017	2016
Accrued liabilities:		
Accrued compensation	\$ 22,540	\$ 23,131
Insurance liabilities	7,734	8,099
Accrued taxes, other than income taxes	7,099	2,461
Accrued leasehold restoration liability	831	766
Accrued product warranty reserves	743	1,113
Accrued commissions	1,514	1,305
Accrued claims	1,288	1,578

Other	5,883	6,880
	\$ 47,632	\$ 45,333

10

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

4. Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss, reported as a component of stockholders' equity, decreased from \$70.3 million at December 31, 2016 to \$56.8 million at September 30, 2017, due to changes in currency exchange rates.

Accumulated other comprehensive loss is primarily related to fluctuations in the currency exchange rates compared to the U.S. dollar which are used to translate certain of the international operations of our reportable segments. For the nine months ended September 30, 2017 and 2016, currency translation adjustments recognized as a component of other comprehensive income (loss) were primarily attributable to the United Kingdom and Brazil. As of September 30, 2017, the exchange rates for the British pound and the Brazilian real compared to the U.S. dollar strengthened by 8% and 3%, respectively, compared to the exchange rates at December 31, 2016, contributing to other comprehensive income of \$13.5 million reported for the nine months ended September 30, 2017. During the first nine months of 2016, the exchange rates for the British pound weakened by 12% compared to the U.S. dollar, while the Brazilian real strengthened by 22% compared to the U.S. dollar during the same period, contributing to other comprehensive loss of \$12.5 million.

5. Net Loss Per Share

The table below provides a reconciliation of the numerators and denominators of basic and diluted net loss per share for the three and nine months ended September 30, 2017 and 2016 (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Numerators:				
Net loss from continuing operations	\$(15,031)	\$(10,818)	\$(46,955)	\$(35,759)
Less: Income attributable to unvested restricted stock awards	—	—	—	—
Numerator for basic net loss per share from continuing operations	(15,031)	(10,818)	(46,955)	(35,759)
Net loss from discontinued operations, net of tax	—	—	—	(4)
Numerator for basic net loss per share attributable to Oil States	(15,031)	(10,818)	(46,955)	(35,763)
Effect of dilutive securities:				
Unvested restricted stock awards	—	—	—	—
Numerator for diluted net loss per share attributable to Oil States	\$(15,031)	\$(10,818)	\$(46,955)	\$(35,763)
Denominators:				
Weighted average number of common shares outstanding	51,089	51,354	51,310	51,287
Less: Weighted average number of unvested restricted stock awards outstanding	(1,111)	(1,132)	(1,120)	(1,129)
Denominator for basic net loss per share attributable to Oil States	49,978	50,222	50,190	50,158
Effect of dilutive securities:				
Unvested restricted stock awards	—	—	—	—
Assumed exercise of stock options	—	—	—	—
Denominator for diluted net loss per share attributable to Oil States	49,978	50,222	50,190	50,158

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Basic net loss per share attributable to Oil States from:

Continuing operations	\$(0.30)	\$(0.22)	\$(0.94)	\$(0.71)
Discontinued operations	—		—		—		—	
Net loss	\$(0.30	)	\$(0.22	)	\$(0.94	)	\$(0.71)

Diluted net loss per share attributable to Oil States from:

Continuing operations	\$(0.30	)	\$(0.22	)	\$(0.94	)	\$(0.71)
Discontinued operations	—		—		—		—	
Net loss	\$(0.30	)	\$(0.22	)	\$(0.94	)	\$(0.71)

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

The calculation of diluted net loss per share for the three and nine months ended September 30, 2017 excluded 701 thousand shares and 712 thousand shares, respectively, issuable pursuant to outstanding stock options and restricted stock awards, due to their antidilutive effect. The calculation of diluted net loss per share for the three and nine months ended September 30, 2016 excluded 745 thousand shares and 755 thousand shares, respectively, issuable pursuant to outstanding stock options and restricted stock awards, due to their antidilutive effect.

6. Business Acquisitions and Goodwill

In January 2017, our Offshore/Manufactured Products segment acquired the intellectual property and assets of complementary product lines to our global crane manufacturing and service operations. The acquisition included adding active heave compensation technology and knuckle-boom crane designs to our existing portfolio.

In April 2017, our Offshore/Manufactured Products segment acquired assets and intellectual property that are complementary to our riser testing, inspection and repair service offerings. This complimentary technology allows the segment to provide automated inspection techniques either on board an offshore vessel or on the quayside, without the requirements to transport to a facility to remove the buoyancy materials.

Using cash on hand, consideration paid in connection with these transactions totaled \$12.9 million, which was allocated to the net assets acquired, including intangibles and goodwill. While no material adjustments are anticipated, the Company's allocations of purchase price are preliminary and subject to change primarily based on the final determination of the fair values of intangible assets acquired.

Changes in the carrying amount of goodwill for the nine month period ended September 30, 2017 were as follows (in thousands):

	Well Site Services			Offshore /	
	Completion Services	Drilling Services	Subtotal	Manufactured Products	Total
Balance as of December 31, 2016					
Goodwill	\$199,278	\$22,767	\$222,045	\$158,619	\$380,664
Accumulated impairment losses	(94,528)	(22,767)	(117,295)	—	(117,295)
	104,750	—	104,750	158,619	263,369
Goodwill acquired	—	—	—	4,698	4,698
Foreign currency translation	353	—	353	497	850
Balance as of September 30, 2017	\$105,103	\$—	\$105,103	\$163,814	\$268,917
Balance as of September 30, 2017					
Goodwill	\$199,631	\$22,767	\$222,398	\$163,814	\$386,212
Accumulated impairment losses	(94,528)	(22,767)	(117,295)	—	(117,295)
	\$105,103	\$—	\$105,103	\$163,814	\$268,917

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

7. Long-term Debt

As of September 30, 2017 and December 31, 2016, long-term debt consisted of the following (in thousands):

	September 30, 2017	December 31, 2016
Revolving credit facility ⁽¹⁾	\$ 14,260	\$ 40,230
Capital lease obligations and other debt	5,293	5,696
Total debt	19,553	45,926
Less: Current portion	(492	) (538
Total long-term debt and capitalized leases	\$ 19,061	\$ 45,388

(1) Amounts presented are net of \$1.4 million and \$2.0 million, respectively, of unamortized debt issuance costs.

Revolving Credit Facility

The Company has a \$600 million senior secured revolving credit facility (the “Revolving Credit Facility”) with an option to increase the maximum borrowings to \$750 million subject to additional lender commitments prior to its maturity on May 28, 2019. As of September 30, 2017, we had \$15.6 million outstanding under the Credit Agreement (as defined below) and an additional \$21.6 million of outstanding letters of credit, leaving \$146.5 million available to be drawn under the Revolving Credit Facility. As of September 30, 2017, amounts available to be drawn under the Revolving Credit Facility plus cash and cash equivalents totaled \$212.4 million. The total amount available to be drawn was less than the lender commitments as of September 30, 2017, due to the maximum leverage ratio covenant in the Credit Agreement which serves to limit borrowings. We expect our availability to continue to be limited by the maximum leverage ratio covenant during the remainder of 2017 and into 2018 based upon our forecast of our trailing twelve-month EBITDA (as defined in the Credit Agreement and further discussed below).

The Revolving Credit Facility is governed by a Credit Agreement dated as of May 28, 2014, as amended, (the “Credit Agreement”) by and among the Company, the Lenders party thereto, Wells Fargo Bank, N.A., as administrative agent, the Swing Line Lender and an Issuing Bank, and Royal Bank of Canada, as Syndication agent, and Compass Bank, as Documentation agent. Amounts outstanding under the Revolving Credit Facility bear interest at LIBOR plus a margin of 1.50% to 2.50%, or at a base rate plus a margin of 0.50% to 1.50%, in each case based on a ratio of the Company’s total leverage to EBITDA. During the first nine months of 2017, our applicable margin over LIBOR was 1.50%. We must also pay a quarterly commitment fee, based on our leverage ratio, on the unused commitments under the Credit Agreement. The unused commitment fee was 0.375% during the first nine months of 2017. The Credit Agreement contains customary financial covenants and restrictions. Specifically, we must maintain an interest coverage ratio, defined as the ratio of consolidated EBITDA to consolidated interest expense, of at least 3.0 to 1.0 and a maximum leverage ratio, defined as the ratio of total debt to consolidated EBITDA, of no greater than 3.25 to 1.0. Each of the factors considered in the calculations of these ratios are defined in the Credit Agreement. EBITDA and consolidated interest, as defined, exclude goodwill impairments, losses on extinguishment of debt, debt discount amortization, and other non-cash charges. As of September 30, 2017, we were in compliance with our debt covenants.

Borrowings under the Credit Agreement are secured by a pledge of substantially all of our assets and the assets of our domestic subsidiaries. Our obligations under the Credit Agreement are guaranteed by our significant domestic subsidiaries. The Revolving Credit Facility also contains negative covenants that limit the Company's ability to

borrow additional funds, encumber assets, pay dividends, sell assets and enter into other significant transactions.

Under the Credit Agreement, the occurrence of specified change of control events involving our Company would constitute an event of default that would permit the banks to, among other things, accelerate the maturity of the facility and cause it to become immediately due and payable in full.

8. Fair Value Measurements

The Company's financial instruments consist of cash and cash equivalents, investments, receivables, payables, bank debt and foreign currency forward contracts. The Company believes that the carrying values of these instruments on the accompanying consolidated balance sheets approximate their fair values.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

9. Changes in Common Stock Outstanding

Shares of common stock outstanding – December 31, 2016	51,374,361	
Restricted stock awards, net of forfeitures	425,386	
Shares withheld for taxes on vesting of restricted stock awards and transferred to treasury	(148,536)
Purchase of treasury stock	(561,765)
Shares of common stock outstanding – September 30, 2017	51,089,446	

On July 29, 2015, the Company's Board of Directors approved a new share repurchase program providing for the repurchase of up to \$150.0 million of the Company's common stock, which, following extension, was scheduled to expire on July 29, 2017. On July 26, 2017, our Board of Directors extended the share repurchase program for one year to July 29, 2018. During the first nine months of 2017, the Company repurchased 562 thousand shares of common stock under the program at a total cost of \$16.3 million. The amount remaining under our share repurchase authorization as of September 30, 2017 was \$120.5 million. Subject to applicable securities laws, such purchases will be at such times and in such amounts as the Company deems appropriate.

10. Stock-based Compensation

The following table presents a summary of activity for stock options, service-based restricted stock awards and performance-based stock unit awards for the nine months ended September 30, 2017.

	Stock Options	Service-based Restricted Stock	Performance-based Stock Units
Outstanding at December 31, 2016	715,095	1,140,489	157,925
Granted	—	475,432	74,758
Restricted stock awards vested	—	(466,304) —
Forfeited	(21,818	(50,046) —
Outstanding at September 30, 2017	693,277	1,099,571	232,683
Weighted average grant date fair value (2017 awards)	\$ —	\$ 39.50	\$ 62.66

The restricted stock program consists of a combination of service-based restricted stock and performance-based stock units. The service-based restricted stock awards generally vest on a straight-line basis over their term, which is generally three to four years. The number of performance-based restricted shares ultimately issued under the program is dependent upon our achievement of a predefined specific performance measures generally measured over a three-year period. In the event the predefined targets are exceeded for any performance-based award, additional shares up to a maximum of 200% of the target award may be granted. Conversely, if actual performance falls below the predefined target, the number of shares vested is reduced. If the actual performance falls below the threshold performance level, no restricted shares will vest. The performance measure for the 2017 and 2016 awards is relative

total stockholder return compared to our peer group of companies while the performance measure specified for the 2015 awards was average after-tax return on invested capital. Currently, it is unlikely that the 2015 performance measure threshold will be met which would result in a performance award forfeiture of approximately 80 thousand units in the fourth quarter of 2017.

Stock-based compensation pre-tax expense recognized in the three-month periods ended September 30, 2017 and 2016 totaled \$6.1 million and \$5.4 million, respectively. Stock-based compensation pre-tax expense recognized in the nine month periods ended September 30, 2017 and 2016 totaled \$17.1 million and \$15.9 million, respectively. As of September 30, 2017, there was \$33.7 million of pre-tax compensation costs related to service-based and performance-based stock awards and unvested stock options, which will be recognized in future periods as vesting conditions are satisfied.

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

11. Income Taxes

The income tax provision for interim periods is based on estimates of the effective tax rate for the entire fiscal year. The Company's income tax provision for the three and nine months ended September 30, 2017 was an income tax benefit of \$4.0 million, or 21.1% of pre-tax losses, and \$15.7 million, or 25.1% of pre-tax losses, respectively. This compares to an income tax benefit of \$6.0 million, or 35.8% of pre-tax losses, and \$20.5 million, or 36.4% of pre-tax losses, respectively, for the three and nine months ended September 30, 2016. The lower effective tax rate benefit in the first nine months of 2017 was primarily attributable to a shift in the mix between domestic pre-tax losses and foreign pre-tax income compared to the prior-year period, additional valuation allowances provided against net operating losses in certain domestic and foreign jurisdictions, and incremental tax expense related to our decision to carryback certain U.S. net operating losses discussed below.

During the third quarter of 2017, the Company decided to carryback 2016 and 2017 U.S. net operating losses to prior years. The Company plans to file carryback claims against prior year U.S. federal income tax returns and has recorded related income taxes receivable totaling \$16.6 million. Such amounts have been classified within prepaid expenses and other current assets as of September 30, 2017. The effect of the carryback will result in the loss of certain previously claimed tax deductions. As a result, the Company recorded a discrete tax charge of \$1.0 million in the third quarter of 2017, thereby reducing the effective tax rate benefit.

The Company records a valuation allowance in each reporting period when management believes that it is more likely than not that any deferred tax asset will not be realized. This assessment requires analysis of available positive and negative evidence, including losses incurred in recent years, reversals of temporary differences, forecasts of future income, assessment of future business assumptions and tax planning strategies. During 2016 and the first nine months of 2017, we recorded valuation allowances with respect to net operating loss carryforwards of certain of our domestic and foreign operations. Future increases in our valuation allowances are possible if our estimates and assumptions (particularly as they relate to our forecasts) are revised such that they reduce estimates of future taxable income during the carryforward period.

12. Segments and Related Information

The Company operates through two reportable segments: Well Site Services and Offshore/Manufactured Products. The Company's reportable segments represent strategic business units that offer different products and services. They are managed separately because each business requires different technologies and marketing strategies. Acquisitions have been direct extensions to our business segments. Separate business lines within the Well Site Services segment have been disclosed to provide additional information for that segment.

Our Well Site Services segment provides a broad range of equipment and services that are used to drill for, establish and maintain the flow of oil and natural gas from a well throughout its life cycle. In this segment, our operations primarily include completion-focused equipment and services as well as land drilling services. Our Completion Services operations provide solutions to our customers using our completion tools and highly-trained personnel throughout our service offerings which include: wireline support, frac stacks, isolations tools, extended reach tools, ball launchers, well testing operations, thru tubing activity and sand control. Drilling Services provides land drilling services for shallow to medium depth wells in West Texas and the Rocky Mountain region of the United States.

Our Offshore/Manufactured Products segment designs, manufactures and markets capital equipment utilized on floating production systems, subsea pipeline infrastructure, and offshore drilling rigs and vessels, along with short-cycle and other products. Driven principally by longer-term customer investments for offshore oil and natural gas projects, “project-driven product” revenues include: flexible bearings, advanced connector systems, high-pressure riser systems, deepwater mooring systems, cranes, subsea pipeline products and blow-out preventer stack integration. “Short-cycle products” manufactured by the segment include: valves, elastomers and other specialty products generally used in the land-based drilling and completion markets. “Other products,” manufactured and offered by the segment, include a variety of products for use in industrial, military and other applications outside the oil and gas industry. The segment also offers a broad line of complementary, value-added services including: specialty welding, fabrication, cladding and machining services, offshore installation services, and inspection and repair services.

Financial information by business segment for the three and nine months ended September 30, 2017 and 2016 is summarized as follows (in thousands).

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

	Revenues	Depreciation and amortization	Operating (loss) income	Equity in losses of unconsolidated affiliates	Capital expenditures	Total assets
Three months ended September 30, 2017						
Well Site Services –						
Completion Services	\$61,015	\$ 15,679	\$(9,933)	\$ —	\$ 2,447	\$427,207
Drilling Services	16,162	4,454	(3,235)	—	1,693	74,991
Total Well Site Services	77,177	20,133	(13,168)	—	4,140	502,198
Offshore/Manufactured Products	86,871	6,404	7,334	(33)	2,846	782,651
Corporate	—	251	(12,349)	—	54	44,506
Total	\$164,048	\$ 26,788	\$(18,183)	\$ (33)	\$ 7,040	\$1,329,355

	Revenues	Depreciation and amortization	Operating (loss) income	Equity in losses of unconsolidated affiliates	Capital expenditures	Total assets
Three months ended September 30, 2016						
Well Site Services –						
Completion Services	\$38,975	\$ 17,230	\$(20,450)	\$ —	\$ 2,365	\$475,139
Drilling Services	7,375	5,629	(5,641)	—	249	82,683
Total Well Site Services	46,350	22,859	(26,091)	—	2,614	557,822
Offshore/Manufactured Products	132,656	6,712	22,867	(77)	2,502	851,819
Corporate	—	277	(12,402)	—	379	25,486
Total	\$179,006	\$ 29,848	\$(15,626)	\$ (77)	\$ 5,495	\$1,435,127

	Revenues	Depreciation and amortization	Operating (loss) income	Equity in losses of unconsolidated affiliates	Capital expenditures	Total assets
Nine months ended September 30, 2017						
Well Site Services –						
Completion Services	\$167,577	\$ 48,400	\$(38,960)	\$ —	\$ 8,560	\$427,207
Drilling Services	39,120	14,283	(11,239)	—	2,800	74,991
Total Well Site Services	206,697	62,683	(50,199)	—	11,360	502,198
Offshore/Manufactured Products	280,220	19,091	27,460	(62)	8,775	782,651
Corporate	—	778	(37,274)	—	196	44,506
Total	\$486,917	\$ 82,552	\$(60,013)	\$ (62)	\$ 20,331	\$1,329,355

Revenues	Depreciation and amortization	Operating (loss) income	Equity in losses of unconsolidated	Capital expenditures	Total assets
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affiliates

Nine months ended September 30, 2016

Well Site Services –

Completion Services	\$ 116,748	\$ 52,789	\$(66,251)	\$ —	\$ 9,032	\$475,139
Drilling Services	14,016	18,053	(19,697)	) —	748	82,683
Total Well Site Services	130,764	70,842	(85,948)	) —	9,780	557,822
Offshore/Manufactured Products	393,746	17,977	67,854	(196	) 13,476	851,819
Corporate	—	847	(34,798)	) —	637	25,486
Total	\$524,510	\$ 89,666	\$(52,892)	\$ (196	) \$ 23,893	\$1,435,127

16

OIL STATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(Continued)

The Company has one customer whose revenue individually represented 16% and 15% of the Company's consolidated product and service revenue for the three and nine months ended September 30, 2017, respectively, and whose receivables individually represented 12% of the Company's consolidated total accounts receivable as of September 30, 2017.

The following table provides supplemental revenue information for the Offshore/Manufactured Products segment for the three and nine months ended September 30, 2017 and 2016 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Project-driven products	\$22,698	\$76,541	\$89,615	\$234,440
Short-cycle products	37,781	23,766	110,872	63,033
Other products and services	26,392	32,349	79,733	96,273
	\$86,871	\$132,656	\$280,220	\$393,746

13. Commitments and Contingencies

In the ordinary course of conducting our business, we become involved in litigation and other claims from private party actions, as well as judicial and administrative proceedings involving governmental authorities at the federal, state and local levels. Over recent years, a number of lawsuits were filed in Federal Court, against the Company and or one of its subsidiaries, by current and former employees alleging violations of the Fair Labor Standards Act ("FLSA"). The plaintiffs seek damages and penalties for the Company's alleged failure to: properly classify its field service employees as "non-exempt" under the FLSA; and pay them on an hourly basis (including overtime). The plaintiffs are seeking recovery on their own behalf as well as on behalf of a class of similarly situated employees. Settlement of the class action against the Company was approved, and a judgment was entered November 19, 2015. The Company has settled the vast majority of these claims and is evaluating potential settlements for the remaining individual plaintiffs' claims which are not expected to be significant.

We are a party to various pending or threatened claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including occasional claims by individuals alleging exposure to hazardous materials as a result of our products or operations. Some of these claims relate to matters occurring prior to our acquisition of businesses, and some relate to businesses we have sold. In certain cases, we are entitled to indemnification from the sellers of businesses and, in other cases, we have indemnified the buyers of businesses from us. Although we can give no assurance about the outcome of pending legal and administrative proceedings and the effect such outcomes may have on us, we believe that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided for or covered by indemnity or insurance, will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q and other statements we make contain certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). Actual results could differ materially from those projected in the forward-looking statements as a result of a number of important factors. For a discussion of known material factors that could affect our results, please refer to “Part I, Item 1. Business,” “Part I, Item 1A. Risk Factors,” “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk” included in our 2016 Form 10-K filed with the Securities and Exchange Commission on February 17, 2017 as well as “Part II, Item 1A, Risk Factors” included in this Quarterly Report on Form 10-Q.

You can typically identify “forward-looking statements” by the use of forward-looking words such as “may,” “will,” “could,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “potential,” “plan,” “forecast,” “proposed,” “should,” “seek,” and other. Such statements may relate to our future financial position, budgets, capital expenditures, projected costs, plans and objectives of management for future operations and possible future strategic transactions. Where any such forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that assumed facts or bases almost always vary from actual results. The differences between assumed facts or bases and actual results can be material, depending upon the circumstances.

In any forward-looking statement where we express an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. The following are important factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, our Company:

- the level of supply of and demand for oil and natural gas;
- fluctuations in the current and future prices of oil and natural gas;
- the cyclical nature of the oil and gas industry;
- the level of exploration, drilling and completion activity;
- the financial health of our customers;
- the availability of attractive oil and natural gas field prospects, which may be affected by governmental actions or actions of other parties which may restrict drilling;
- the level of offshore oil and natural gas developmental activities;
- general global economic conditions;
- the ability of the Organization of Petroleum Exporting Countries to set and maintain production levels and pricing;
- global weather conditions and natural disasters;
- changes in tax laws and regulations;
- impact of environmental matters, including future environmental regulations;
- our ability to find and retain skilled personnel;
- negative outcome of litigation, threatened litigation or government proceeding;
- fluctuations in currency exchange rates;
- the availability and cost of capital; and
- the other factors identified in “Part I, Item 1A. Risk Factors” in our 2016 Form 10-K.

Should one or more of these risks or uncertainties materialize, or should the assumptions on which our forward-looking statements are based prove incorrect, actual results may differ materially from those expected, estimated or projected. In addition, the factors identified above may not necessarily be all of the important factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by us, or on our behalf. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no responsibility to publicly release the result of any revision of our forward-looking statements after the date they are made.

In addition, in certain places in this Quarterly Report on Form 10-Q, we refer to reports published by third parties that purport to describe trends or developments in the energy industry. The Company does so for the convenience of our stockholders and in an effort to provide information available in the market that will assist the Company's investors to have a better understanding of the market environment in which the Company operates. However, the Company specifically disclaims any responsibility for the accuracy and completeness of such information and undertakes no obligation to update such information.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read together with our condensed consolidated financial statements and the notes to those statements included elsewhere in this Quarterly Report on Form 10-Q and our consolidated financial statements and notes to those statements included in our 2016 Form 10-K.

During the first quarter of 2017, we modified the name of our "Offshore Products" segment to the "Offshore/Manufactured Products" segment given the higher proportional weighting of our shorter-cycle manufactured products (much of which is driven by land-based activity) to the total revenues generated by the segment. The Company has also provided supplemental disclosure below, and in Note 12, "Segments and Related Information," with respect to product and service revenues generated by the Offshore/Manufactured Products segment, including project-driven products, short-cycle products, and other products and services. There have been no operational, reporting or other material changes related to the Offshore/Manufactured Products segment.

Macroeconomic Environment

We provide a broad range of products and services to the oil and gas industry through our Offshore/Manufactured Products and Well Site Services business segments. Demand for our products and services is cyclical and substantially dependent upon activity levels in the oil and gas industry, particularly our customers' willingness to invest capital in the exploration for and development of crude oil and natural gas reserves. Our customers' capital spending programs are generally based on their cash flows and their outlook for near-term and long-term commodity prices, economic growth, commodity demand and estimates of resource production. As a result, demand for our products and services is largely sensitive to future expectations with respect to crude oil and natural gas prices.

Our consolidated results of operations reflect current industry trends and customer spending activities which are focused on growth in the U.S. shale play regions with weaker U.S. Gulf of Mexico and international activity. In addition, investments in deepwater markets globally have slowed since the start of the recent industry downturn in 2014.

A severe industry downturn started in the second half of 2014 and continued into 2017, driven by global economic uncertainties and high levels of global oil production. As shown in the table that follows, significant downward crude oil price volatility began in late 2014 with Intercontinental Exchange Brent ("Brent") crude oil declining from an average of \$102 per barrel in the third quarter of 2014 to an average of \$34 per barrel in the first quarter of 2016 (a level last seen in 2004). The sustained material decrease in crude oil prices relative to 2014 is primarily attributable to high levels of global crude oil inventories resulting from significant production growth in the U.S. shale plays, the

strengthening of the U.S. dollar relative to other currencies, and increased production by the Organization of Petroleum Exporting Countries (“OPEC”). OPEC demonstrated, throughout 2015 and through November of 2016 an unwillingness to modify production levels, as it had done in previous years, in an effort to protect its market share. These production increases were partially offset by growth in global crude oil demand. The combination of these factors caused a global supply and demand imbalance for crude oil which, along with concerns regarding the potential effects on energy demand stemming from the diminished growth outlook in China and other emerging markets, and supply increases related to the lifting of sanctions against Iran, resulted in materially lower crude oil prices. Non-OPEC production, particularly in the United States, began to decline in 2015 due to substantially reduced investment in drilling and completion activity triggered by lower crude oil prices leading to some recovery in crude oil prices in late 2016 and early 2017 relative to the crude oil price lows experienced in early 2016. On November 30, 2016, OPEC agreed to production cuts which should, over time, if the cuts are adhered to, result in further reductions in global crude oil inventories and a more favorable commodity price environment. In May 2017, OPEC agreed to extend these production cuts to March 2018. Brent crude oil prices averaged \$52 per barrel in the third quarter of 2017, which is 14% above the third quarter 2016 average of \$46 per barrel and up 5% from the average in the second quarter of 2017. Similarly, the average price

of West Texas Intermediate (“WTI”) was \$48 per barrel in the third quarter of 2017, up 7% from the third quarter 2016 average of \$45 per barrel but unchanged on a sequential quarter basis. The year-over-year improvement in oil prices was driven by the belief that OPEC and Russia, its key ally in the effort to stabilize the global crude oil market, would be successful in cutting their production. However, improvements in crude oil prices rapidly translated into increased drilling activity in U.S. shale play developments in areas such as the Permian Basin, which is leading to higher domestic production. This increased shale driven activity has pressured crude oil prices again with the average WTI price per barrel over the second and third quarters of 2017 declining 7% from the first quarter 2017 average. Further, WTI crude oil is currently trading at an approximate \$6 per barrel discount to Brent crude oil, as shown below. Spending in these regions, which began to improve in the second half of 2016 in response to higher crude oil prices, has positively influenced the overall drilling and completion activity in these regions and, therefore, the activity of our Well Site Services segment as well as for short-cycle products within our Offshore/Manufactured Products segment in 2017. Expectations with respect to the longer-term price for Brent crude oil will continue to influence our customers’ spending related to global offshore drilling and development and, thus, a significant portion of the activity of our Offshore/Manufactured Products segment.

Given the historical volatility of crude oil prices, there remains a degree of risk that prices could remain at their current levels or deteriorate further due to relatively high levels of global inventories, increasing domestic crude oil production, slowing growth rates in various global regions, use of alternatives, a more sustained movement to electric vehicles and/or the potential for ongoing supply/demand imbalances. Conversely, if the global supply of crude oil were to decrease due to a prolonged reduction in capital investment by our customers or if government instability in a major oil-producing nation develops, and energy demand were to continue to increase in the United States, India and China, a sustained recovery in WTI and Brent crude oil prices could occur. In any event, crude oil price improvements will depend upon a rebalancing of global supply and demand, with a corresponding reduction in global inventories, the timing of which is difficult to predict. If commodity prices do not improve, or decline further, demand for our products and services could continue to be weak or could decline further.

Natural gas prices improved slightly over the past year from an average of \$2.88 per mmBtu in the third quarter of 2016 to an average of \$2.95 per mmBtu during the third quarter of 2017. Customer spending in the natural gas shale plays has been limited due to associated natural gas being produced from unconventional oil wells in North America. If natural gas production growth surpasses demand growth in the United States, and/or if the supply of natural gas were to increase, whether from conventional or unconventional production or associated natural gas production from oil wells, prices for natural gas could remain depressed for an extended period of time and could result in fewer rigs drilling for natural gas.

Recent WTI crude oil, Brent crude and natural gas pricing trends are as follows:

	Average Price ⁽¹⁾ for quarter ended			
Year	March 31	June 30	September 30	December 31
WTI Crude (per bbl)				
2017	\$51.62	\$48.14	\$ 48.18	
2016	\$33.35	\$45.46	\$ 44.85	\$ 49.14
2015	\$48.49	\$57.85	\$ 46.49	\$ 41.94
2014	\$98.68	\$103.35	\$ 97.87	\$ 73.21
Brent Crude (per bbl)				
2017	\$53.59	\$49.59	\$ 52.10	
2016	\$33.84	\$45.57	\$ 45.80	\$ 49.11
2015	\$53.98	\$61.65	\$ 50.44	\$ 43.56
2014	\$108.14	\$109.69	\$ 101.90	\$ 76.43

Henry Hub Natural Gas

(per mmBtu)

2017	\$3.02	\$3.08	\$ 2.95	
2016	\$1.99	\$2.15	\$ 2.88	\$ 3.04
2015	\$2.90	\$2.75	\$	