

Frank's International N.V.
Form 4
August 18, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARGAVIO MARK GERARD

/ADV

(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)

08/14/2014

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common stock, par value Euro 0.01 per share	08/14/2014		M		22,727	A	11	25,727	D
Common stock, par value Euro 0.01 per share	08/14/2014		F		8,481 (2)	D	\$ 20.09	17,246	D
Common stock, par	08/14/2014		S(3)		6,400	D	\$ 20.1175	10,846	D

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value Euro
0.01 per
share

(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	08/14/2014		M		22,727		(5)	(5)	Common Stock	22,727

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARGAVIO MARK GERARD /ADV 10260 WESTHEIMER RD. HOUSTON, TX 77042	See Remarks

Signatures

/s/ Mark G. Margavio, by Brian D. Baird, as
Attorney-in-Fact 08/18/2014

__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 convert into common stock on a one-for-one basis.

In connection with the vesting of shares of restricted stock units pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan, 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 August 13, 2014. 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.

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- (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on June 24, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.97 to \$20.28, inclusive. The reporting person undertakes to provide to Frank's International N.V., any security holder of Frank's International N.V., 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 footnote (4) to this Form 4.

- (4) N.V., 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 footnote (4) to this Form 4.
- (5) On August 14, 2013, the reporting person was granted 113,636 restricted stock units, vesting 20% on the first anniversary of the grant, with the remaining 80% vesting on December 31, 2014 pursuant to that certain Separation Agreement, dated as of July 14, 2014, by and between Frank's International, LLC and Mark Margavio.

Remarks:

Former Vice President, Chief Financial Officer and Treasurer

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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