

OIL STATES INTERNATIONAL, INC  
Form SC 13D/A  
June 06, 2014  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN  
STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

Oil States International, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

678026105  
(CUSIP Number)

Marc Weingarten, Esq.

Eleazer Klein, Esq.  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

June 4, 2014  
(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

-----

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAME OF REPORTING PERSON

JANA PARTNERS LLC  
CHECK THE APPROPRIATE

**2** BOX IF A MEMBER OF A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **8** 4,571,228 SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH **9** 0 SOLE DISPOSITIVE POWER

**10** 4,571,228 SHARED DISPOSITIVE POWER

0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	4,571,228 CHECK IF THE AGGREGATE AMOUNT IN ROW (11)       .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
13	
14	8.6% TYPE OF REPORTING PERSON*
	IA

**Item 1. SECURITY AND ISSUER**

This Amendment No.3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on April 11, 2013 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed on April 30, 2013 ("Amendment No. 1") and Amendment No. 2 filed on September 5, 2013 ("Amendment No. 2", and the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and this Amendment No. 3, the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$0.01 per share, of Oil States International, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 3, 4, 5(a), (b) and (c), 6 and 7 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The 4,571,228 Shares reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$204 million. Such Shares were acquired with investment funds in accounts managed by the Reporting Person.

**Item 4. PURPOSE OF TRANSACTION.**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

The Reporting Person has reduced the size of its investment in the Shares of the Issuer through regular portfolio management activities. The Reporting Person is highly supportive of the recent steps taken by the Issuer's board and management, in particular the Issuer's recent spinoff of its accommodations business, Civeo Corporation, and the commitment to repurchase Shares given the trading discount to intrinsic value.

**Item 5. INTEREST IN SECURITIES OF THE COMPANY.**

Edgar Filing: OIL STATES INTERNATIONAL, INC - Form SC 13D/A

Item 5(a), (b) and (c) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 53,056,361 Shares outstanding, which is the total number of Shares outstanding as of May 1, 2014 as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 2, 2014.

At the close of business on June 6, 2014, the Reporting Person may be deemed to beneficially own 4,571,228 Shares, constituting approximately 8.6% of the Shares outstanding.

(b) The Reporting Person has sole voting and dispositive powers over 4,571,228 Shares, which powers are exercised by the Principal.

(c) Information concerning transactions in the Shares effected by the Reporting Person during the past sixty days is set forth in Exhibit A hereto and is incorporated herein by reference. All of the transactions in Shares listed therein were effected on the New York Stock Exchange through various brokerage entities.

**Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

None.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit A: Transactions in the Shares During the Last 60 Days.

CUSIP No. 678026105 SCHEDULE 13D/A Page 5 of 5 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 6, 2014

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang

Name: Jennifer Fanjiang

Title: General Counsel