

Miles Darren C.
Form 4
February 26, 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 *
Miles Darren 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, SUITE 700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Accting Officer & VP-Tax

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common stock, par value Euro 0.01 per share | 02/23/2019 | | M | 3,234 | A | € | 12,368 | D |
| Common stock, par value Euro 0.01 per share | 02/23/2019 | | F | 959 ⁽²⁾ | D | \$ | 11,409 | D |
| | 02/23/2019 | | M | 3,457 | A | € | 14,866 | D |

Common stock, par value Euro 0.01 per share

Common stock, par value Euro 0.01 per share

Common stock, par value Euro 0.01 per share

Common stock, par value Euro 0.01 per share

| | | | | | | |
|------------|---|---------------------|---|-----------|--------|---|
| 02/23/2019 | F | <u>1,025</u> (2) | D | \$ 6.67 | 13,841 | D |
| 02/23/2019 | M | 3,733 | A | <u>11</u> | 17,574 | D |
| 02/23/2019 | F | <u>1,107</u> (2) | D | \$ 6.67 | 16,467 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | <u>11</u> | 02/23/2019 | | M | 3,234 | <u>(3)</u> | <u>(3)</u> | Common Stock | 3,234 |
| Restricted Stock Unit | <u>11</u> | 02/23/2019 | | M | 3,457 | <u>(4)</u> | <u>(4)</u> | Common Stock | 3,457 |
| | <u>11</u> | 02/23/2019 | | M | 3,733 | <u>(5)</u> | <u>(5)</u> | | 3,733 |

Restricted
Stock Unit

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miles Darren C. 10260 WESTHEIMER RD SUITE 700 HOUSTON, TX 77042 | | | Chief Accting Officer & VP-Tax | |

Signatures

/s/ Darren C. Miles, by Joshua K. Hancock, as
Attorney-in-Fact

02/26/2019

__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 22, 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 May 1, 2016, the reporting person was granted 9,700 RSUs vesting ratably in three annual installments beginning on February 23, 2017.
 - (3) On February 23, 2017, the reporting person was granted 10,370 RSUs vesting ratably in three annual installments beginning on February 23, 2018.
 - (4) On February 23, 2018, the reporting person was granted 11,200 RSUs vesting ratably in three annual installments beginning on February 23, 2019.
 - (5) Consists of (i) 4,193 RSUs that will vest on August 3, 2019, (ii) 10,812 RSUs that will vest ratably in three annual installments beginning on February 19, 2020, (iii) 3,457 RSUs that will vest on February 23, 2020, and (iv) 7,467 RSUs that will vest 50% on February 23, 2020 and 50% on February 23, 2021.
 - (6)

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.