

FORUM ENERGY TECHNOLOGIES, INC.  
Form 8-K  
July 27, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): July 27, 2012

FORUM ENERGY TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

|                                                                                                                    |                             |                                         |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------------------|
| Delaware                                                                                                           | 001-35504                   | 61-1488595                              |
| (State or other jurisdiction of<br>incorporation or organization)                                                  | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| 920 Memorial City Way, Suite 1000<br>Houston, Texas 77024<br>(Address of principal executive offices and zip code) |                             |                                         |
| Registrant's telephone number, including area code: (281) 949-2500                                                 |                             |                                         |

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 27, 2012, Forum Energy Technologies, Inc., a Delaware corporation, (the "Company") entered into an Agreement and Amendment No. 2 (the "Amendment") to its Amended and Restated Credit Agreement, dated as of October 4, 2011, among the Company, as Borrower, Wells Fargo Bank National Association, as Administrative Agent and Swing Line Lender, and Wells Fargo Bank, National Association, JPMorgan Chase Bank, N.A. and Bank of America, N.A. and such other lenders designated from time to time as Issuing Lenders (the "Credit Agreement"). The Amendment provides for (i) certain international restructuring actions and intercompany investments; (ii) a \$15 million increase in the Company's ability to incur additional unsecured debt that is not otherwise permitted by the Credit Agreement; and (iii) certain other amendments to the Credit Agreement, each as set forth in the Amendment. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The description of the Amendment in Item 1.01 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Exhibit Title or Description                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1        | Agreement and Amendment No. 2 to Amended and Restated Credit Agreement, dated as of July 27, 2012, among Forum Energy Technologies, Inc., as Borrower, Wells Fargo Bank, National Association, as Administrative Agent and Swing Line Lender and Wells Fargo Bank, National Association, JPMorgan Chase Bank, N.A. and Bank of America, N.A. and such other lenders designated from time to time as Issuing Lenders. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 27, 2012

FORUM ENERGY TECHNOLOGIES, INC.

/s/ James L. McCulloch

James L. McCulloch

Senior Vice President, General Counsel & Secretary

EXHIBIT INDEX

| Exhibit No. | Exhibit Title or Description                                                                                                                                                                                                                                                                                                                                                                                         |
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