

Miles Darren C.
Form 4
February 21, 2019

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
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(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

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

02/19/2019

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

HOUSTON, TX 77042

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Se (In			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	02/19/2019	A		10,812		(2)	(2)	Common Stock	10,812

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

02/21/2019

__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) Each restricted stock unit ("RSUs") represents a contingent right to receive, upon vesting, one share of common stock, par value Euro 0.01 per share, of Frank's International N.V.
- (2) The 10,812 RSUs reported on this Form 4 will vest ratably in three annual installments beginning on February 19, 2020.
- Also consists of (i) 3,234 RSUs that will vest on February 23, 2019, (ii) 6,914 RSUs that will vest 50% on February 23, 2019 and 50% on February 23, 2020, (iii) 11,200 RSUs that will vest ratably in three annual installments beginning on February 23, 2019, and (iv) 4,193 RSUs that will vest on August 3, 2019.
- (3)

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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