

McClure Kyle
Form 4
February 26, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McClure Kyle

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)
02/23/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP and CFO

(Street)
HOUSTON, TX 77042

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

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)
Common stock, par value Euro 0.01 per share	02/23/2019		M	3,234 A	42,583	D	
Common stock, par value Euro 0.01 per share	02/23/2019		F	921 (2) D	\$ 6.67 41,662	D	
	02/23/2019		M	3,457 A	45,119	D	

Common
stock, par
value Euro
0.01 per
share

Common
stock, par
value Euro 02/23/2019
0.01 per
share

F 811 ⁽²⁾ D \$ 6.67 44,308 D

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

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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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	02/23/2019		M		3,234		(3)	(3)	Common Stock	3,234	\$
Restricted Stock Unit	(1)	02/23/2019		M		3,457		(4)	(4)	Common Stock	3,457	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McClure Kyle 10260 WESTHEIMER RD. SUITE 700 HOUSTON, TX 77042	SVP and CFO

Signatures

/s/ Kyle McClure, 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

(2) 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.

(3) On May 1, 2016, the reporting person was granted 9,700 RSUs vesting ratably in three annual installments beginning on February 23, 2017.

(4) On April 11, 2017, the reporting person was granted 10,370 RSUs vesting ratably in three annual installments beginning on February 23, 2018.

Consists of (i) 9,562 RSUs that will vest 50% on June 5, 2019 and 50% on June 5, 2020, (ii) 19,100 RSUs that will vest 50% on February 19, 2020 and 50% on February 19, 2021, (iii) 26,555 RSUs that will vest ratably in three annual installments beginning on February 19, 2020, and (iv) 3,457 RSUs that will vest on February 23, 2020.

(5)

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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