

Frank's International N.V.
Form 4
August 18, 2015

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 *
Latiolais Burney J. Jr.

(Last) (First) (Middle)
10260 WESTHEIMER RD.

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Frank's International N.V. [FI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------------|
| | | | Code | V | Amount or (D) Price | | | |
| Common stock, par value Euro 0.01 per share | 08/14/2015 | | M | | 22,727 | A | € 22,727 | D |
| Common stock, par value Euro 0.01 per share | 08/14/2015 | | F | | 9,534 | D | \$ 15.66 | D |
| Common stock, par | | | | | 250 | I | | Held by Child ⁽³⁾ |

value Euro
0.01 per
share

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (1) | 08/14/2015 | | M | 22,727 | (4) (4) | Common Stock | 22,727 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Latiolais Burney J. Jr. 10260 WESTHEIMER RD. HOUSTON, TX 77042 | | | See Remarks | |

Signatures

/s/ Burney J. Latiolais, by Joshua K. Hancock, as Attorney-in-Fact 08/18/2015

__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.
- (2) 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 August 13, 2015. 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

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Issuer.

- Mr. Latiolais may be deemed to beneficially own the shares of common stock, par value Euro 0.01 per share, of the Issuer (the "Common Stock") held by a child. Mr. Latiolais disclaims beneficial ownership of the Common Stock, except to the extent of his pecuniary interest therein.
- (3) On August 14, 2013, the reporting person was granted 113,636 RSUs, vesting 20% per year on the anniversary of the grant over the first three years, with the remaining 40% vesting on March 31, 2017.
 - (4) Also consists of 16,361 RSUs that will vest ratably in three annual installments beginning on February 23, 2016.

Remarks:

Senior Vice President, Business Development and Corporate Sales

Exhibit List:

Exhibit 24 - Power of Attorney (CE)

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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