



**Item 2.02 Results of Operations and Financial Condition.**

On May 10, 2012, we issued a press release announcing our financial results for the first quarter ended March 31, 2012. A copy of the press release is furnished as Exhibit 99.1, and the information contained in Exhibit 99.1 is incorporated by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 5.07 Submission of Matters to a Vote of Security Holders.*****Results of Annual Meeting of Stockholders***

We held our 2012 Annual Meeting of Stockholders (the “Annual Meeting”) on Thursday, May 10, 2012, in Houston, Texas. Set forth below are the final voting results on each matter submitted to a vote of stockholders at the Annual Meeting. Each proposal is described in more detail in our Proxy Statement for the Annual Meeting dated March 30, 2012.

Proposal 1: The stockholders elected each of the eight director nominees to our Board of Directors for a one-year term, with the voting results as follows:

| <b>Nominee</b>         | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------------|-----------------------|-------------------------|
| John F. Bookout, III   | 194,975,527      | 1,599,019             | 24,802,642              |
| Roger A. Brown         | 194,549,367      | 2,025,179             | 24,802,642              |
| Stephen G. Hanks       | 194,745,781      | 1,828,765             | 24,802,642              |
| Stephen M. Johnson     | 191,274,264      | 5,300,282             | 24,802,642              |
| D. Bradley McWilliams  | 194,785,938      | 1,788,608             | 24,802,642              |
| Thomas C. Schievelbein | 192,599,517      | 3,975,029             | 24,802,642              |
| Mary L. Shafer-Malicki | 195,121,911      | 1,452,635             | 24,802,642              |
| David A. Trice         | 194,939,419      | 1,635,127             | 24,802,642              |

Proposal 2: The stockholders approved, on an advisory basis, our named executive officer compensation, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 190,639,242 | 5,314,278      | 621,026            | 24,802,642              |

Proposal 3: The stockholders ratified the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2012, with the voting results as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |
|-------------|----------------|--------------------|
| 220,705,210 | 508,043        | 163,935            |

A copy of our press release announcing the results of the Annual Meeting is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release Announcing Results for First Quarter dated May 10, 2012.

99.2 Press Release Announcing the Results of the Annual Meeting dated May 10, 2012.

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 thereunto duly authorized.

McDERMOTT  
INTERNATIONAL, INC.

By: /s/ Perry L. Elders  
Perry L. Elders  
Senior Vice President  
and Chief Financial  
Officer

May 10, 2012