

Frank's International N.V.
Form 4
August 23, 2016

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 *
Mosing D. Keith

(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)
08/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|
| Common stock, par value 20.01 per share | 08/19/2016 | | C | 52,976,000 | A <u>(1)</u> <u>(2)</u> | 52,976,000 | I | See footnotes (1) (2) |
| Common stock, par value 20.01 per share | | | | | | 1,586,299 | D | |
| Common stock, par value 20.01 per share | | | | | | 33,024 | I | Held by Child |

value
?0.01 per
share

Common
stock, par
value
?0.01 per
share

33,024

I

Held by
Child

Common
stock, par
value
?0.01 per
share

50,000

I

Held by
Spouse

Common
stock, par
value
?0.01 per
share

10,500,720

I

See
footnote
(3)

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) | Amount of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Series A preferred stock, par value ?0.01 per share | <u>(1)</u> <u>(2)</u> | 08/19/2016 | | C | 52,976,000 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Common Stock | 52,976,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Mosing D. Keith
10260 WESTHEIMER RD. X X
HOUSTON, TX 77042

Signatures

/s/ D. Keith Mosing, By Joshua K. Hancock, as attorney
in fact

08/23/2016

__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) Pursuant to the Amended and Restated Articles of Association of Frank's International N.V. (the "Issuer") and the Limited Partnership Agreement of Frank's International C.V. ("FICV"), holders of the Issuer's Series A preferred stock, par value Euro 0.01 per share (the "Preferred Stock") have the right to convert all or a portion of their Preferred Stock into the Issuer's common stock, par value Euro 0.01 per share (the "Common Stock") at any time by delivery to the Issuer of an equivalent number of FICV portions, which portions are equal to the holder's total limited partnership interest in FICV divided by the total number of issued and outstanding shares of the Issuer's Preferred Stock.

(2) (Continued from footnote 1) The conversion of all shares of Preferred Stock and the delivery of all FICV Portions, all of which in both cases are owned directly by Mosing Holdings, Inc., occurred on August 19, 2016. D. Keith Mosing is the Chairman, President and Chief Executive Officer of Mosing Holding, Inc. Accordingly, Mr. Mosing may be deemed to beneficially own shares of Common Stock owned by Mosing Holdings, Inc. Mr. Mosing disclaims beneficial ownership of the Common Stock owned by Mosing Holdings, Inc., except to the extent of his pecuniary interest therein.

(3) As of August 1, 2016, the Donald Keith Mosing Family Partnership, Ltd ("DKM PL") directly owns 10,500,720 shares of Frank's International N.V.'s common stock, par value Euro 0.01 per share. DKM PL is controlled by D. Keith Mosing, in his capacity as its general partner and trustee of its other general partner, Donald Keith Mosing Revocable Trust.

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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