

Frank's International N.V.
Form 4
July 16, 2014

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)
07/14/2014

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)

See Remarks

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common stock, par value Euro 0.01 per share | 07/14/2014 | | P ⁽¹⁾ | 50,000 A | \$ 22.8704 189,802 ⁽²⁾ | D | |
| Common stock, par value Euro 0.01 per share | 07/15/2014 | | P ⁽¹⁾ | 18,557 A | \$ 22.9551 208,359 ⁽³⁾ | D | |
| Common stock, par | 07/14/2014 | | P ⁽⁴⁾ | 10,000 A | \$ 22.9873 29,352 | I | Held by Child. |

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| | | | | | | | | |
|-------------------------|------------|------------------|--------|---|------------|-------------|---|-------------------|
| value | | | | | (5) | | | |
| Euro 0.01 per share | | | | | | | | |
| Common stock, par value | 07/15/2014 | P ⁽⁴⁾ | 3,672 | A | \$ 22.9646 | 33,024 | I | Held by Child. |
| Euro 0.01 per share | | | | | (6) | | | |
| Common stock, par value | 07/14/2014 | P ⁽⁷⁾ | 10,000 | A | \$ 22.9876 | 29,920 | I | Held by Child. |
| Euro 0.01 per share | | | | | (8) | | | |
| Common stock, par value | 07/15/2014 | P ⁽⁷⁾ | 3,104 | A | \$ 22.9587 | 33,024 | I | Held by Child. |
| Euro 0.01 per share | | | | | (9) | | | |
| Common stock, par value | | | | | | 50,000 | I | Held by Spouse. |
| Euro 0.01 per share | | | | | | | | |
| Common stock, par value | | | | | | 119,024,000 | I | See footnote (10) |
| Euro 0.01 per share | | | | | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

| | | | | | | |
|------|---|-----|-----|---------------------|--------------------|----------------------------------------|
| | | | | | | Amount or Number of Shares |
| | | | | Date Exercisable | Expiration Date | Title |
| Code | V | (A) | (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mosing D. Keith 10260 WESTHEIMER RD. HOUSTON, TX 77042 | X | X | See Remarks | |

Signatures

| | |
|--------------------------------------------------------------------|------------|
| /s/ Donald Keith Mosing, by Brian D. Baird, as Attorney-in-Fact | 07/16/2014 |
| **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) The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 Purchase Plan adopted by the reporting person on February 27, 2014.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$22.71 to \$23.00, inclusive. The reporting person undertakes to provide to Frank's International N.V., any security holder of Frank's International N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2), (3), (5), (6), (8) and (9) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$22.83 to \$23.00, inclusive.
- (3) The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 Purchase Plan adopted by the reporting person on February 27, 2014.
- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$22.94 to \$23.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$22.84 to \$23.00, inclusive.
- (6) The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 Purchase Plan adopted by the reporting person on February 27, 2014.
- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$22.94 to \$23.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$22.90 to \$23.00, inclusive.
- (9) As of July 14, 2014, FWW B.V. ("FWW") directly owns 119,024,000 shares of the Issuer's common stock, par value Euro 0.01 per share (the "Common Stock"). FWW is controlled by Donald Keith Mosing, as managing director. Mr. Mosing is also a party to that certain Voting Agreement, dated July 22, 2013, by and among Ginsoma Family C.V., FWW and Mosing Holdings, Inc. Additionally, Mr. Mosing is a shareholder of FWW. Accordingly, Mr. Mosing may be deemed to beneficially own shares of Common Stock owned by FWW. Mr. Mosing disclaims beneficial ownership of the Common Stock owned by FWW, except to the extent of his pecuniary interest therein.
- (10)

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Remarks:

Chairman of Supervisory Board, Director, Chief Executive Officer and President

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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