

OIL STATES INTERNATIONAL, INC

Form SC 13G/A

February 14, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

Oil States International, Inc.  
(Name of the Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

678026-10-5

(CUSIP Number)

February 14, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

SCF-III, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

SCF-II, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

234,290

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

234,290

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

234,290

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.5%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10.5

NAMES OF REPORTING PERSONS:

1

SCF-IV, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN



CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

SCF-IV, G.P., Limited Partnership

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

**1** L. E. Simmons & Associates, Incorporated

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**4**  
Delaware

SOLE VOTING POWER:

**5**  
NUMBER OF 0

SHARED VOTING POWER:

**6**  
SHARES BENEFICIALLY OWNED BY 237,429

SOLE DISPOSITIVE POWER:

**7**  
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

**8**  
WITH: 237,429

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**  
237,429

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.5%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

L. E. Simmons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States

SOLE VOTING POWER:

5

NUMBER OF 235,816

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

301,771

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

235,816

SHARED DISPOSITIVE POWER:

WITH: 8

301,771

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

537,587

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

1.1%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

**Item 1.**

(a) Name of Issuer: Oil States International, Inc.

(b) Address of Issuer's Principal Executive Offices: Three Allen Center  
333 Clay Street  
Suite 4620  
Houston, Texas 77002

**Item 2.**

(a) This Schedule is filed by: (i) L.E. Simmons, with respect to the shares of Common Stock directly owned by him, SCF-II, L.P., L.E. Simmons & Associates, Incorporated, and LESFP, LTD; (ii) L.E. Simmons & Associates, Incorporated, with respect to the shares of Common Stock directly owned by it and SCF-II, L.P.; (iii) SCF-II, L.P., with respect to the shares of Common Stock directly owned by it; (iv) SCF-IV, G.P., Limited Partnership, with respect to the shares of Common Stock directly owned by SCF-IV, L.P.; (v) SCF-III, L.P., with respect to the shares of Common Stock directly owned by it; and (vi) SCF-IV L.P., with respect to the shares of Common Stock directly owned by it.

(b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is 600 Travis, Suite 6600, Houston, Texas 77002.

(c) L.E. Simmons is a United States citizen. L.E. Simmons & Associates, Incorporated is a corporation organized under the laws of the State of Delaware. SCF-III, L.P., SCF-IV, L.P., SCF-II, L.P., and SCF-IV, G.P., Limited Partnership are limited partnerships organized under the laws of the State of Delaware.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 678026-10-5

**Item 3. If this statement is filed pursuant to §240.13d-1(b) or §240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

A. SCF-III, L.P.

(a) Amount Beneficially Owned: 0

(b) Percent of Class: 0.0%<sup>3</sup>

(c) Number of shares as to which the person has:

8

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

B. SCF-II, L.P.

- (a) Amount Beneficially Owned: 234,290
- (b) Percent of Class: 0.5%<sup>3</sup>
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 234,290
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 234,290

C. SCF-IV, L.P.

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0.0%<sup>3</sup>
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 0

D. SCF-IV, G.P., Limited Partnership

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0.0%<sup>3</sup>
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 0

E. L.E. Simmons & Associates, Incorporated<sup>1</sup>

- (a) Amount Beneficially Owned: 237,429
- (b) Percent of Class: 0.5%<sup>3</sup>
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 237,429
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 237,429

F. L.E. Simmons<sup>2</sup>

- (a) Amount Beneficially Owned: 537,587
- (b) Percent of Class: 1.1%<sup>3</sup>
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote: 235,816
  - (ii) shared power to vote or to direct the vote: 301,771
  - (iii) sole power to dispose or to direct the disposition of: 235,816
  - (iv) shared power to dispose or to direct the disposition of: 301,771

- 1. Includes  
234,290 shares  
of Common  
Stock owned  
directly by  
SCF-II, L.P.  
L.E. Simmons  
& Associates,  
Incorporated,  
the general  
partner of  
SCF-II, L.P.,  
has the power to  
direct the affairs  
of SCF-II, L.P.,  
including  
decisions  
respecting the  
voting and  
disposition of  
the shares of  
Common Stock

of Oil States  
International,  
Inc. held by  
SCF-II, L.P.

2. Includes
  - (i) 234,290  
shares of  
Common Stock  
owned directly  
by SCF-II, L.P.,
  - (ii) 3,139 shares  
of Common  
Stock owned  
directly by L.E.  
Simmons &  
Associates,  
Incorporated,
  - (iii) 235,816  
shares of  
Common Stock  
owned directly  
by L.E.  
Simmons, and
  - (iv) 64,342  
shares of  
Common Stock  
owned directly  
by LESFP,  
LTD, a  
Delaware  
limited  
partnership  
controlled by  
L.E. Simmons.  
L.E. Simmons is  
the President  
and sole  
stockholder of  
L.E. Simmons  
& Associates,  
Incorporated  
and in that  
capacity may be  
deemed to  
beneficially own  
all of the  
securities of Oil  
States  
International,  
Inc. beneficially

owned by L.E.  
Simmons &  
Associates,  
Incorporated.

3. For purposes of calculating the percentage ownership of the class of Common Stock, the number of shares outstanding of the Issuer's Common Stock is 49,581,940 as of October 20, 2006.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

**SCF-III, L.P.**

By: SCF-II, L.P.

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

**SCF-II, L.P.**

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

**SCF-IV, L.P.**

By: SCF-IV, G.P., Limited Partnership

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

**SCF-IV, G.P., Limited Partnership**

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

**L.E. Simmons & Associates, Incorporated**

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

**L.E. Simmons**

/s/ L.E. Simmons

L.E. Simmons, individually

**EXHIBIT INDEX**

1. Joint Filing Agreement dated February 17, 2004 by and among SCF-III, L.P., SCF-II, L.P., SCF-IV, L.P., SCF-IV, G.P., Limited Partnership, L.E. Simmons and Associates, Incorporated, and L.E. Simmons

13