

Cestero Alejandro
Form 4
September 05, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cestero Alejandro

2. Issuer Name **and** Ticker or Trading
Symbol

FRANK'S INTERNATIONAL N.V.
[FI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

10260 WESTHEIMER RD.

(Street)

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

09/01/2017

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

SVP, General Counsel & Sec.

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

HOUSTON, TX 77042

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

(City) (State) (Zip)

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)	
			Code	V	Amount (D)	Price		
Common stock, par value Euro 0.01 per share	09/01/2017		M		3,362	A 11	10,717	D
Common stock, par value Euro 0.01 per share	09/01/2017		F		920 (2)	D \$ 6.28	9,797	D

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	09/01/2017		M	3,362	<u>(3)</u> <u>(3)</u>	Common Stock	3,362

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cestero Alejandro 10260 WESTHEIMER RD. HOUSTON, TX 77042	SVP, General Counsel & Sec.

Signatures

/s/ Alejandro Cestero, by Joshua K. Hancock, as
Attorney-in-Fact

09/05/2017

__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.

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

(2) based on the closing price per share on August 31, 2017. 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 Issuer.

(3) On August 4, 2015, the reporting person was granted 10,087 RSUs, vesting ratably in three annual installments beginning on September 1, 2016.

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Consists of (i) 12,812 RSUs that will vest ratably in three annual installments beginning on February 20, 2018, (ii) 8,396 RSUs that will vest 50% on February 23, 2018 and 50% on February 23, 2019, (iv) 3,363 RSUs that will vest on September 1, 2018, (v) 9,929 RSUs that will vest in full on December 1, 2018, and (vi) 21,118 RSUs that will vest in full on August 3, 2019.

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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