

Miller Sharon M.
Form 4
December 21, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Miller Sharon M.

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)
12/18/2017

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

HOUSTON, TX 77042

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value Euro 0.01 per share	12/18/2017		S		466,921	D	\$ 5.9018 <u>(1) (4)</u>
Common stock, par value Euro 0.01 per share	12/19/2017		S		449,529	D	\$ 5.8248 <u>(2) (4)</u>
Common stock, par	12/20/2017		S		687,085	D	\$ 5.804 0 <u>(3) (4)</u>

value Euro
0.01 per
share

Common
stock, par
value Euro
0.01 per
share

8,918,667 I

See
footnote.
(5)

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Sharon M. 10260 WESTHEIMER RD. HOUSTON, TX 77042		X		

Signatures

Sharon M. Miller, by Joshua K. Hancock, as
Attorney-in-Fact 12/21/2017

__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) On December 18, 2017, the Reporting Person sold 466,921 shares of Frank's International N.V.'s common stock, par value Euro 0.01 per share (the "Common Stock") on the New York Stock Exchange in open market sales, at prices ranging from \$5.98 to \$5.85 per share, with a weighted-average per-share price of \$5.9018.
 - (2) On December 19, 2017, the Reporting Person sold 449,529 shares of Common Stock on the New York Stock Exchange in open market sales, at prices ranging from \$5.96 to \$5.80 per share, with a weighted-average per-share price of \$5.8248.
 - (3) On December 20, 2017, the Reporting Person sold 687,085 shares of Common Stock on the New York Stock Exchange in open market sales, at prices ranging from \$5.89 to \$5.80 per share, with a weighted-average per-share price of \$5.8040.
 - (4) The Reporting Person agrees to provide, upon request by the Securities Exchange Commission, the Issuer, or a holder of Common Stock, full information regarding the number of shares of Common Stock sold at each separate price.
 - (5) As of December 20, 2017, Miller Ginsoma Holdings, Ltd. ("MGH") directly owns 8,918,667 shares of the Common Stock. MGH is controlled by Sharon Mosing Miller, in her capacity as the sole manager of the sole general partner of MGH.

Remarks:

The Reporting Person is a reporting person solely as a result of being a party to that certain Voting Agreement, dated July 22, 2017.

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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