

OCEANEERING INTERNATIONAL INC  
Form SD  
May 31, 2016

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

FORM SD  
Specialized Disclosure Report

OCEANEERING INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      1-10945      95-2628227  
(State or other jurisdiction              (Commission (IRS Employer  
of incorporation or organization) File Number) Identification No.)

11911 FM 529  
Houston, TX                                      77041  
(Address of principal executive offices) (Zip Code)

David K. Lawrence  
Senior Vice President, General Counsel and Secretary  
(713) 329-4500  
(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

ý Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2015.

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Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

A copy of this Form SD and the Conflict Minerals Report, filed as Exhibit 1.01 hereto, are publicly available on our Web site at <http://www.oceaneering.com/investor-relations/conflict-minerals>.

Item 1.02 Exhibit

We have included as an exhibit to this Form SD the Conflict Minerals Report required by Item 1.01.

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit 1.01 – Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

OCEANEERING INTERNATIONAL, INC.

By: /s/ David K. Lawrence  
David K. Lawrence  
Senior Vice President, General Counsel and Secretary

Date: May 31, 2016

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EXHIBIT INDEX

Exhibit 1.01 – Conflict Minerals Report