

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| KEARNEY MICHAEL C | | | FRANK'S INTERNATIONAL N.V. [FI] | | | <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President and CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |
| | | | 09/26/2018 | | | | | |
| 10260 WESTHEIMER RD. | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| HOUSTON | TX | 77042 | | | | | | |
| (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 | (A) or (D) | Price | | | |
| Common stock, par value Euro 0.01 per share | 09/26/2018 | | M | | 55,591 | A | (1) | 115,953 | D | |
| Common stock, par value Euro 0.01 per share | 09/26/2018 | | F | | 21,876 ⁽²⁾ | D | \$8.65 | 94,077 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Unit | (1) | 09/26/2018 | | M | | 55,591 | (3) | (3) | Common Stock | 55,591 | \$0.00 | 197,782 ⁽⁴⁾ | D | |

Explanation of Responses:

- 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 based on the closing price per share on September 25, 2018. 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.
- On September 26, 2017, the reporting person was granted 166,773 RSUs vesting ratably in three annual installments beginning on September 26, 2018.
- Consists of 86,600 RSUs that will vest ratably in three annual installments beginning on February 19, 2019 and 111,182 RSUs that will vest 50% on September 26, 2019 and 50% on September 26, 2020.

Remarks:

/s/ Michael C. Kearney, by
Joshua K. Hancock, as 09/26/2018
Attorney-in-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.