

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

December 09, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
OTOOLE TERENCE M

2. Issuer Name and Ticker or Trading Symbol
FORUM ENERGY TECHNOLOGIES, INC. [FET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 THIRD AVENUE, 40TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2016

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

(Street)
NEW YORK, NY 10022

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

(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 | 12/08/2016 | | S | | 300,000 | D | \$ 21.5 |
| | | | | | 2,687,774 ⁽¹⁾ | I | |
| | | | | | | | See footnote ⁽²⁾ |

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)

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OTOOLE TERENCE M 800 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022 | X | | | |
| Tinicum FET, LLC 800 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Tinicum FET, LLC by John C. Ivascu as Attorney-in-Fact 12/09/2016

__Signature of Reporting Person Date

/s/ Terence M. O'Toole by John C. Ivascu as Attorney-in-Fact 12/09/2016

__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) Represents 2,666,666 shares of common stock that are directly owned by Tinicum FET, L.L.C., a Delaware limited liability company ("Tinicum FET"), and 14,416 shares of restricted stock and 6,692 restricted stock units previously issued to M. O'Toole in connection with his service on the Issuer's Board of Directors.

(2) The manager of Tinicum FET is Tinicum Lantern III L.L.C., a Delaware limited liability company ("Tinicum Lantern III"). Mr. O'Toole is a co-managing member of Tinicum Lantern III. As such, Mr. O'Toole may be deemed to share investment control over Tinicum FET's portfolio. Mr. O'Toole disclaims beneficial ownership of the shares held by Tinicum FET, except to the extent of his pecuniary interest therein. Pursuant to a letter agreement, dated as of March 28, 2012, Tinicum FET has the right to designate one member to the board of directors of the Issuer. Tinicum FET has designated Mr. O'Toole as its designee. As a result, Tinicum FET may be deemed a director by deputization. Tinicum FET disclaims any status as a deputized director for Section 16 or any other purposes.

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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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