

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

February 21, 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

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OTOOLE TERENCE M

(Last) (First) (Middle)

800 THIRD AVENUE, 40TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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. 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)
Common Stock	02/20/2017		A	6,219 (1)	\$ 0 6,219	D	
Common Stock					2,701,087 (2)	I	See footnote (3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
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 02/21/2017

__Signature of Reporting Person Date

/s/ Terence M. O'Toole by John C. Ivascu as
Attorney-in-Fact 02/21/2017

__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).

- Represents an award of restricted stock under the Forum Energy Technologies, Inc. 2016 Stock and Incentive Plan (the "Plan"). Each share of restricted stock, par value \$0.01 per share, is subject to transferability and other restrictions that lapse upon vesting of the
- (1) restricted stock. The restricted stock award vests in full on the one year anniversary of the date of grant, subject to accelerated vesting of the entire award upon a Change in Control (as defined in the Plan). The restricted stock agreement also includes dividend and voting rights.
- (2)

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Represents 2,666,666 shares of common stock that are directly owned by Tinicum FET, LLC, a Delaware limited liability company ("Tinicum FET"), and 27,729 shares of restricted stock and 6,692 restricted stock units previously issued to Mr. O'Toole in connection with his service on Forum Energy Technologies, Inc.'s Board of Directors.

- (3) 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.

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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