

WAITE ANDREW L

Form 4

April 18, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAITE ANDREW L

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)
920 MEMORIAL CITY
WAY, SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2012

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

(Street)
HOUSTON, TX 77024

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/17/2012		S		7,900,000	D	\$ 18.75
					41,505,138	I	

See
Footnotes
(1) (2)

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
displays a currently valid OMB control
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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. 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
WAITE ANDREW L 920 MEMORIAL CITY WAY SUITE 800 HOUSTON, TX 77024		X		

Signatures

s/ Andrew L. Waite by John C. Ivascu as Attorney-in-Fact

04/18/2012

__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).

SCF-V, L.P., a Delaware limited partnership ("SCF-V"), SCF-VI, L.P., a Delaware limited partnership ("SCF-VI") and SCF-VII, L.P., a Delaware limited partnership ("SCF-VII" and, collectively with SCF-V and SCF-VI, the "Selling Stockholders") sold the shares of common stock to the public in connection with the initial public offering of the issuer on April 17, 2012 (the "IPO").

SCF-V, SCF-VI and SCF-VII, in the aggregate own 41,505,138 shares of common stock following completion of the IPO. The general partner of SCF-V is SCF-V, G.P., Limited Partnership, a Delaware limited partnership ("SCF-V GP"), the general partner of SCF-VI is SCF-VI, G.P., Limited Partnership, a Delaware limited partnership ("SCF-VI GP") and the general partner of SCF-VII is SCF-VII, G.P., Limited Partnership, a Delaware limited partnership ("SCF-VII GP"). L.E. Simmons & Associates, Inc., a Delaware corporation ("LESA") is the sole general partner of each of SCF-V GP, SCF-VI GP and SCF-VII GP. Mr. Waite serves as a managing director of LESA. As such, Mr. Waite may be deemed to have dispositive power over the shares of common stock owned by SCF-V, SCF-VI and SCF-VII. Mr. Waite disclaims beneficial ownership of such shares.

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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