

OIL STATES INTERNATIONAL, INC

Form 8-K

July 26, 2011

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) May 17, 2011**

**Oil States International, Inc.**  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>1-16337</b><br>(Commission File Number) | <b>76-0476605</b><br>(IRS Employer Identification No.) |
|--|--|--|

|   |                            |
|---|----------------------------|
| <b>Three Allen Center</b><br><b>333 Clay Street, Suite 4620, Houston, Texas</b><br>(Address of principal executive offices) | <b>77002</b><br>(Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(713) 652-0582**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

SIGNATURE

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The 2011 Annual Meeting of Shareholders of Oil States International, Inc. (the Company) was held on May 17, 2011. At the Annual Meeting, the shareholders of the Company (i) elected three Class I nominees to the Board of Directors, (ii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm, (iii) voted in favor of the compensation of the named executive officers, and (iv) voted to conduct an advisory vote on executive compensation every one year. The voting results for each proposal are as follows:

1. To elect the three Class I nominees to the Board of Directors:

|                       | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------|-----------------|-------------------------|
| Christopher T. Seaver | 43,776,079 | 1,547,131       | 1,532,815               |
| Douglas E. Swanson    | 22,985,446 | 22,337,764      | 1,532,815               |
| Cindy B. Taylor       | 44,195,935 | 1,127,275       | 1,532,815               |

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm:

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--|------------|----------------|----------------|
|  | 45,035,765 | 1,816,925      | 3,335          |

3. To approve compensation of named executive officers:

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|----------------|-------------------------|
|  | 41,846,038 | 1,702,162      | 1,775,065      | 1,532,760               |

4. For every one year frequency for advisory vote on executive compensation:

|  | <b>Every One Year</b> | <b>Every Two Years</b> | <b>Every Three Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|-----------------------|------------------------|--------------------------|----------------|-------------------------|
|  | 40,389,172            | 31,435                 | 3,224,473                | 1,678,185      | 1,532,760               |

As reported above, a majority of the votes cast on the frequency for advisory votes on executive compensation proposal were cast in favor of holding an annual say-on-pay vote. In consideration of the stockholder vote on the frequency proposal, the Company's Board of Directors decided that the Company will hold an advisory say-on-pay vote every year in connection with its annual meeting of stockholders. Accordingly, the Company will include an advisory say-on-pay vote every year in its future proxy materials until the next stockholder vote on the frequency of say-on-pay votes.

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**SIGNATURE**

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

**Oil States International, Inc.**

(Registrant)

**July 26, 2011**

**/s/ Robert W. Hampton**

(Date)

Robert W. Hampton  
*Senior Vice President, Accounting and Corporate Secretary*