

FORUM ENERGY TECHNOLOGIES, INC.

Form 4

February 23, 2015

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
02/20/2015

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	02/20/2015		A	6,692 (1)	\$ 0 6,692	D	
Common Stock					2,681,082 (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  
displays a currently valid OMB control  
number.**

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. Number of Derivative Securities Owned Following Report Transaction (Instr. 6)
				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

## Signatures

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

02/23/2015

\_\_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 units under the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (the "Plan"). Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$0.01 per share, upon vesting of the restricted stock units. The restricted stock unit 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 unit agreement also includes dividend equivalent rights that entitle the reporting person to the same dividends that would be payable were the shares of common stock underlying the restricted stock units actually outstanding at the time such dividends were issued. The credited dividends will be paid concurrently with the issuance of the shares of common stock.

Represents 2,666,666 shares of common stock that are directly owned by Tinicum FET, LLC, a Delaware limited liability company ("Tinicum FET"), and 14,416 shares of restricted stock issued to Mr. O'Toole in connection with his service on Forum Energy Technologies, Inc.'s (the "Company") 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. Pursuant to a letter agreement, dated as of March 28, 2012, Tinicum FET has the right to designate one member to the Company's Board of Directors. Tinicum FET has designated Mr. O'Toole as its designee. As a result, Tinicum FET may be deemed a director by

## Edgar Filing: FORUM ENERGY TECHNOLOGIES, INC. - Form 4

deputization. Tincum FET disclaims any status as a deputized director for Section 16 or any other purposes.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.