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

FORUM ENERGY TECHNOLOGIES, INC.

Form 4 May 15, 2014

FORM 4

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

OMB APPROVAL OMB

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SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue.

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 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * GAUT C CHRISTOPHER			suer Name and Ticker or T ol UM ENERGY HNOLOGIES, INC. [I	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
920 MEMO WAY, SUIT	ORIAL CITY	(Mont	e of Earliest Transaction h/Day/Year) 5/2014	X Director 10% Owner Other (give title Other (specify below) President, CEO & COB				
HOUSTON	(Street)		mendment, Date Original Month/Day/Year)		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person		rson	
(City)	(State)	(Zip) T	able I - Non-Derivative So	ecurities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 3, 4	osed of (D)	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	05/15/2014		X 159,230	A \$ 9.62	606,609	D		
Common Stock					161,972	I	See Footnote (1)	
Common					161,972	I	See Footnote	

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

(2)

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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. Transactio Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 9.62 (3)	05/15/2014		X		227,772 (4)	08/02/2010	(5)	Common Stock	159,230 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GAUT C CHRISTOPHER							
920 MEMORIAL CITY WAY	X		President, CEO & COB				
SUITE 1000	Λ		Flesidelli, CEO & COB				
HOUSTON, TX 77024							

Signatures

/s/ C. Christopher Gaut by John C. Ivascu as Attorney-in-Fact 05/15/2014

**Signature of Reporting Person

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).
- These securities are held in trust for the benefit of the reporting person. The reporting person is the trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Date

These securities are held in trust for the benefit of the reporting person's spouse. The reporting person's spouse is the truste of the trust.

The reporting person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Reporting Owners 2

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- (3) These warrants have an initial exercise price of \$7.68 per share. The exercise price increases 0.5% at the end of each month, which equates to an annual increase of 6%.
- (4) The number of warrants reported on the reporting person's Form 3, dated April 11, 2012, was underreported by 37 warrants (after giving effect to the Company's 37 for 1 stock split in March 2012) due to a clerical error.
 - These warrants expire upon the earlier of five years from the initial issuance, 2.5 years after the consummation of an initial public
- (5) offering of the Company's common stock or upon the occurrence of certain other events described in the Warrant Agreement pursuant to which the warrants were issued.
- (6) Upon exercise, the warrants are converted into common stock in accordance with a formula provided in the Warrant Agreement. No payment of an exercise price is required in connection with the exercise of the warrants.

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.