

OIL STATES INTERNATIONAL, INC
Form SC 13D/A
September 05, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN
STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Oil States International, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

678026105
(CUSIP Number)

Marc Weingarten, Esq.

Eleazer Klein, Esq.
919 Third Avenue
New York, New York 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

September 5, 2013
(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the

liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

JANA PARTNERS LLC
CHECK THE
APPROPRIATE "

2 BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY
4 SOURCE OF FUNDS

AF
CHECK BOX
IF
DISCLOSURE
OF LEGAL
PROCEEDING
5 IS

REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

Delaware

SOLE
VOTING
POWER

7 6,450,933
(including
options to
purchase

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH **8**

1,000,000
shares of
Common
Stock)
SHARED
VOTING
POWER

9 0
SOLE
DISPOSITIVE
POWER

6,450,933
(including
options to
purchase
1,000,000
shares of
Common
Stock)
SHARED
DISPOSITIVE
POWER

10

0
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

6,450,933 (including
options to purchase
1,000,000 shares of
Common Stock)

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

13

11.7%
TYPE OF REPORTING
PERSON*

14

IA

Item 1. SECURITY AND ISSUER

This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on April 11, 2013 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed on April 30, 2013 ("Amendment No. 1", and the Original Schedule 13D, Amendment No. 1 and this Amendment No. 2, the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$0.01 per share, of Oil States International, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 3, 5(a), (b) and (c), 6 and 7 as set forth below.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The 6,450,933 Shares (including options to purchase 1,000,000 Shares) reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$433 million. Such Shares were acquired with investment funds in accounts managed by the Reporting Person.

Item 5. INTEREST IN SECURITIES OF THE COMPANY.

Item 5(a), (b) and (c) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate percentage of Shares reported to be beneficially owned by the Reporting Person is based upon 55,153,849 Shares outstanding, which is the total number of Shares outstanding as of July 30, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q filed on July 31, 2013.

At the close of business on September 5, 2013, the Reporting Person may be deemed to beneficially own 6,450,933 Shares (which includes options to purchase 1,000,000 Shares), constituting approximately 11.7% of the Shares outstanding. Such options which are deemed to be beneficially owned include 10,000 call options with a strike price of \$80.00, which expire on October 11, 2013, for a total of 1,000,000 Shares.

(b) The Reporting Person has sole voting and dispositive powers over 6,450,933 Shares (which includes options to purchase 1,000,000 Shares), which powers are exercised by the Principal.

(c) Information concerning transactions in the Shares effected by the Reporting Person during the past sixty days is set forth in Exhibit A hereto and is incorporated herein by reference. All of the transactions in Shares listed hereto were effected in open market purchases on the New York Stock Exchange through various brokerage entities.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On September 5, 2013, the Reporting Person acquired beneficial ownership of 10,000 call options with a strike price of \$80.00, which expire on October 11, 2013, for a total of 1,000,000 Shares.

In addition to the Shares reported herein, certain accounts managed by the Reporting Person hold \$10,000,000 in aggregate principal amount of Senior Notes of the Issuer with a coupon rate of 5 1/8% and a maturity date of January 15, 2023 (the "Senior Notes"). The Senior Notes are non-convertible and have no voting privileges.

**Item 7. MATERIAL TO BE FILED AS
EXHIBITS.**

Exhibit A: Transactions in the Shares During the Last 60 Days.

CUSIP No. 678026105 SCHEDULE 13D/A Page 5 of 5 Pages
SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 5, 2013

JANA PARTNERS LLC

By: /s/ Jennifer Fanjiang
Name: Jennifer Fanjiang
Title: General Counsel