Frank's International N.V.
Form 424B4
August 09, 2013
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Filed Pursuant to Rule 424(b)(4)
Registration No. 333-188536

PROSPECTUS

30,000,000 Shares

Frank s International N.V.

Common Stock

This is the initial public offering of Frank s International N.V. We are offering 30,000,000 shares of our common stock. No public market currently exists for our common stock.

Our common stock has been approved for listing on the New York Stock Exchange under the symbol FI.

Investing in our common stock involves risks. Please read Risk Factors beginning on page 17.

	Per share	Total
Price to the public	$ 22.000	$ 660,000,000
Underwriting discounts and commissions(1)	$ 1.265	$ 37,950,000
Proceeds to us, before expenses	$ 20.735	$ 622,050,000

(1) Please read Underwriting for a description of all underwriting compensation payable in connection with this offering.

We have granted the underwriters the option to purchase additional 4,500,000 shares of common stock on the same terms and conditions set forth above if the underwriters sell more than 30,000,000 shares of common stock in this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares on or about August 14, 2013.

Barclays **Credit Suisse** **Simmons & Company International**

Citigroup **Morgan Stanley** **Goldman, Sachs & Co.** **UBS Investment Bank**

Capital One Southcoast **Tudor, Pickering, Holt & Co.** **Global Hunter Securities**
Johnson Rice & Company L.L.C. **FBR** **Scotiabank / Howard Weil**

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You should rely only on the information contained in this prospectus and any free writing prospectus prepared by us or on our behalf or to which we have referred you. We have not, and the underwriters have not, authorized anyone to provide you with information different from that contained in this prospectus and any free writing prospectus. We are offering to sell shares of common stock and seeking offers to buy shares of common stock only in jurisdictions where offers and sales are permitted. The information in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of the common stock.

Until September 2, 2013, all dealers that buy, sell or trade our common stock, whether or not participating in this offering, may be required to deliver a prospectus. This requirement is in addition to the dealers obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

Industry and Market Data

A portion of the market data and certain other statistical information used throughout this prospectus is based on independent industry publications, government publications or other published independent sources. Some data is also based on our good faith estimates and our management s understanding of industry conditions. While we are not aware of any misstatements regarding our market, industry or similar data presented herein, such data involve risks and uncertainties and are subject to change based on various factors, including those discussed under the headings Cautionary Note Regarding Forward-Looking Statements and Risk Factors in this prospectus.

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PROSPECTUS SUMMARY

This summary provides a brief overview of information contained elsewhere in this prospectus. Because it is abbreviated, this summary does not contain all of the information that you should consider before investing in our common stock. You should read the entire prospectus carefully before making an investment decision, including the information presented in Risk Factors, Cautionary Note Regarding Forward-Looking Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations and the historical combined and pro forma financial statements and related notes thereto included elsewhere in this prospectus. Unless otherwise indicated, information presented in this prospectus assumes that the underwriters option to purchase additional shares of common stock is not exercised. We have provided definitions for certain industry terms used in this prospectus in the Glossary beginning on page A-1 of this prospectus.

In this prospectus, unless the context otherwise requires, the terms we, us, our, Frank s International and the Company when used in a historical context refer to the combined businesses of Frank s International N.V. (FINV), Frank s International, Inc. (FII), Frank s Casing Crew and Rental Tools, Inc. (FCC), Frank s Tong Service, Inc. (FTS) and their wholly owned subsidiaries, prior to the transactions being entered into in connection with this offering as described in Organizational Structure. When used in the present tense, the terms we, us, our, Frank s International and the Company refer to FINV and its consolidated subsidiaries, following the reorganization and transactions described in Organizational Structure.

Frank s International

Overview

We are a 75 year-old, industry-leading global provider of highly engineered tubular services to the oil and gas industry. We provide our services to leading exploration and production companies in both offshore and onshore environments, with a focus on complex and technically demanding wells. We believe that we are one of the largest global providers of tubular services to the oil and gas industry.

Tubular services involve the handling and installation of multiple joints of pipe to establish a cased wellbore and the installation of smaller diameter pipe inside a cased wellbore to provide a conduit for produced oil and gas to reach the surface. The casing of a wellbore isolates the wellbore from the surrounding geologic formations and water table, provides well structure and pressure integrity, and allows well operators to target specific zones for production. Given the central role that our services play in the structural integrity, reliability and safety of a well, and the importance of efficient tubular services to managing the overall cost of a well, we believe that our role is vital to the overall process of producing oil and gas. For more information regarding tubular services, see Business Industry Tubular Services.

Our specially trained employees provide our services using a suite of highly technical, purpose-built equipment, much of which we design and manufacture for our proprietary use. Most of our manufactured equipment and products use patented, advanced technologies that enable us to service complex wells, increase efficiency, enhance well integrity and improve safety. We currently have 104 U.S. patents and 136 related international patents and 37 U.S. patent applications pending and 111 related international patent applications pending for equipment that our engineers have developed.

Recent developments in well construction and completion requirements have resulted in increased technical demands associated with tubular services. For onshore wells, these developments include long horizontal laterals

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and deviated well bores that seek to maximize the wells exposure to hydrocarbon-bearing geologic formations. In the offshore environment, these developments include increasing water and well depths, which require lengthier and heavier strings, as well as tubular handling equipment capable of accommodating a more complex array of equipment and hydraulic control lines that are deployed inside the well. We believe that we are a market leader in the development of equipment and services that facilitate and accommodate recent developments in well construction and completion requirements, and this is reflected in our extensive suite of patent-protected, innovative products and equipment. We continuously work with our customers to develop new products, improve efficiency and safety and solve complex well construction and completion problems.

In addition to our tubular handling equipment, we also design and manufacture certain products that we sell or rent directly to external customers, including large outside diameter (OD) pipe connectors and casing attachments. We also provide specialized fabrication and welding services in support of deep water projects in the U.S. Gulf of Mexico, including drilling and production risers, flowlines and pipeline end terminations, as well as long length tubulars (up to 300 feet in length) for use as caissons or pilings. Finally, we distribute large OD pipe manufactured by third parties, and generally maintain an inventory of this pipe in order to support our pipe sales and distribution operations.

Spears & Associates, Inc. (Spears) estimates that the global market for tubular services (excluding product sales) was approximately $3.3 billion in annual revenues in 2012 and will grow to $3.8 billion in 2013. Spears projects that this market will grow at an annual rate of approximately 11% between 2012 and 2015. There are a limited number of companies that provide these services on a global basis. We serve our customers through a network of over 90 sales and support offices in approximately 60 countries. Our customer base includes major international oil companies, such as Anadarko, BP, Chevron, ConocoPhillips, ExxonMobil, Shell, Total and Murphy Oil Corporation, and national oil companies, such as PDVSA, Statoil and Saudi Aramco, as well as numerous independent oil and gas producers.

We believe we differentiate ourselves from our competitors on the basis of the quality and reliability of our service, our proprietary technology, and our ability to perform in the most demanding environments, including deep water and ultra-deep water projects. Our expertise stems from years of experience, a focus on technical innovation and our highly trained and dedicated workforce. Representative examples of the trusted, critical services we have been selected to provide to our customers include:

- In March 2013, we successfully completed the casing installation for the Chevron Northwood well in the Green Canyon Block 945 area of the Gulf of Mexico, to a total depth of 31,866 feet in a water depth of 6,000 feet, which is the deepest oil and gas well of which we are aware.

- In August 2012, we broke our own record for greatest hook load recorded at approximately 1,140 tons while lifting 24,500 feet of combined casing and landing string for Shell s Stones 4 well in the U.S. Gulf of Mexico.

- In June 2010, we successfully provided all tubular services for the relief well drilled by BP to contain the Macondo well in the U.S. Gulf of Mexico.

- In 2006, we were selected to provide tubular installation services on the BP Shah Deniz project in offshore Azerbaijan, which is an ongoing multiple well project. We believe we were selected for the project due to our highly regarded technical capabilities, including our proprietary Fluid Grip Power Tong gripping technology combined with our Collar Load Support tubular handling system. These proprietary technologies are critical for this project due to their ability to provide zero marking handling of the specialized corrosion resistant alloy (CRA) completion tubulars required in wells with high hydrogen sulfide content. CRA services have also been increasingly common in other corrosive high-pressure, high-temperature applications, both onshore and offshore.

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We have a long history of strong revenue growth. Our revenue grew by 43% to $1,055.9 million for the twelve months ended December 31, 2012 compared to $739.1 million for the twelve months ended December 31, 2011, and Adjusted EBITDA grew by 79% to $446.6 million from $249.5 million over the same period. During the twelve months ended December 31, 2012, 45% of our revenue was generated outside North America, and 69% was generated from products and services provided offshore. For an explanation of how we calculate Adjusted EBITDA, see Summary Historical Combined and Unaudited Pro Forma Financial Data Non-GAAP Financial Measures.

Competitive Strengths

We believe that we are well positioned to execute our strategy based on the following competitive strengths:

Global market leader. We are a leading provider of tubular services in many of the regions in which we operate, including the U.S. Gulf of Mexico and almost every significant international offshore market, almost all of the major U.S. onshore resource basins and in targeted active international onshore regions. Moreover, we believe that we are one of only a few tubular service companies with true global capabilities. According to Spears, we have the number one or number two market share in each of the U.S. and international markets, both onshore and offshore. We currently provide our services in approximately 60 countries on six continents. Our customers include most of the world s largest integrated oil companies and many of the largest national oil companies. We have no significant customer or geographic concentration. Our global presence allows us to quickly expand to additional regions that experience increases in drilling and production activity.

Focused service provider with highly differentiated engineering capabilities. We have an in-house engineering team responsible for developing new products that add value to our service capabilities and expand our portfolio of products and services. Our engineers typically work closely with our field personnel and customers in order to identify specific equipment needs related to the services we provide. We believe that we are a market leader in the development of equipment and services that facilitate and accommodate recent developments in well construction and completion requirements, and this is reflected in our extensive suite of patent-protected, innovative products and equipment. We believe that our engineering expertise and our service and product line focus give us a competitive advantage in quickly designing and manufacturing custom solutions in response to our customers unique requirements and applications. We have received a number of customer and industry awards recognizing the achievements of our engineering group and our custom designed solutions.

Favorable reputation developed over eight decades. We believe our customers select Frank s International because of our reputation for safety, reliability, quality service and proprietary technology. While generally a small portion of the overall well cost, properly performed tubular services are critical to protecting the producer s investment in the well, as well as its safe operation during production. The economic stakes are especially high for deep water wells, where day rates for offshore drilling rigs and other associated services can approach $1 million per day, and a producer s investment in a single offshore well can exceed $80 million. The difference between efficiently executed tubular services and less efficiently executed services can save producers days or even weeks, which can translate directly into significant and measurable savings. The producer s environmental, safety and regulatory risks associated with operating offshore are also heightened. In connection with their customer feedback-based survey, EnergyPoint Research has ranked Frank s International first in customer satisfaction in one or more oilfield service or product categories every year since 2004, the first year in which the survey was conducted. Our reputation for safety is further demonstrated by our ability to meet and exceed the stringent safety requirements of our customers, some of which have been Frank s International customers for over 40 years.

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Strong position in favorable deep water offshore markets. We believe Frank s International will continue to benefit from the continued development of oil and gas resources located offshore. As a result of the long development lead times associated with deep water projects, they are generally less likely to be cancelled or delayed due to volatility in commodity or financial markets. Also, due to their technical complexity and often remote locations, offshore projects typically provide us with a greater opportunity to differentiate our capabilities from those of our competitors. According to Spears, offshore development spending will increase at an annual rate of approximately 12% between 2011 and 2018. Approximately 67% of our services revenue from external customers in 2012 was generated from offshore services, and our global market share in offshore services was approximately 29% in 2012, according to Spears. Moreover, the significant majority of our offshore services revenue in 2012 was from deep water markets. We believe the economic opportunity for deep water services will continue to be favorable given the technical challenges associated with constructing and completing wells offshore, and the risk of potential negative economic consequences to our customers if tubular services are poorly performed.

Attractive financial results reflect value of our differentiated and critical services. For the year ended December 31, 2012 and the three months ended March 31, 2013, our Adjusted EBITDA margin was approximately 42% and 43%, respectively, which we believe reflects the economic value to our customers of our differentiated and critical services and the benefits of a diversified, global customer base. Because our business is not capital intensive, we generate significant free cash flow. Consequently, we intend to pay a regular quarterly dividend on our common stock of $0.075 per share. As of March 31, 2013, after giving effect to this offering, we expect to have approximately $298.2 million of cash and cash equivalents and approximately $7.9 million of outstanding indebtedness.

Significant experience selectively acquiring and integrating companies. We have a long history of evaluating and acquiring companies that expand or complement our geographic footprint and product and service offerings. Since 1982, we have successfully acquired and integrated more than 50 private companies. We believe that being a public company will enhance our acquisition strategy and allow us to target larger acquisition candidates.

Experienced management team with proven track record. Our executive officers and senior operational managers have extensive experience at Frank s International and in the oilfield service industry generally. Our executive officers and senior operational managers have an average of 25 years of experience in the oilfield services industry with us. Our chief executive officer, Keith Mosing, is a third generation owner and manager who successfully led our expansion into international operations. The Mosing family will continue to own the majority equity interest in us following the completion of this offering, which we believe aligns their interests with the interests of our public investors.

Business Strategy

Our objective is to maximize shareholder value by expanding our leading global oilfield services company and continuing to supply high-quality services and products to our customers. We intend to accomplish that objective by capitalizing on the key long-term industry growth trends through the execution of the following strategies:

Continue to focus on customer service. We have a long track record of being responsive to our customers unique requirements. We believe that focusing on our customers needs and continuing to provide industry-leading technological and safety innovations will enable us to expand our customer base and increase our revenues.

Sustain our track record of technical innovation. Our team of over 70 in-house engineers and engineering technicians works to develop new products and technologies and provides operational support. We currently have 104 U.S. patents and 136 related international patents and 37 U.S. patent applications pending and 111 related international patent applications pending for equipment that our

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engineers have developed. In addition, we currently have more than 50 new technologies and product improvements under development. We have developed strong working relationships with oil and gas producers throughout the world, many of which have approached us with requests for solutions to specific well construction and completion challenges. To address these needs, we continue to invest in new product engineering capabilities. In addition to our own efforts to continuously enhance our equipment and procedures, we expect to continue to develop innovative products and solutions driven by our customers needs.

Pursue disciplined growth organically and through acquisitions. We intend to selectively pursue acquisitions that complement our geographic footprint and product and service offerings, with a focus on businesses that would benefit from our global presence and international sales capabilities. We intend to continue to grow organically by leveraging our customer base, investing in additional equipment and geographically expanding our existing global facilities in order to continue to grow our cash flows and satisfy incremental customer demand.

Maintain and expand our worldwide presence. We are committed to being on the ground in strategic markets to provide services on a global basis. We intend to build upon our existing presence in Africa, the Asia-Pacific region, the Middle East, North America, the North Sea and South America through deployment of sales, distribution, and service resources. We believe this organic expansion will provide more points of contact with our customers, allowing us to respond more quickly to their needs.

Segments

We conduct our business through three operating segments:

International Services. We currently provide our services in approximately 60 countries on six continents. Our customers in these international markets are primarily large exploration and production companies, including integrated oil and gas companies and national oil and gas companies, with a significant focus on complex, high profile projects. Our International Services segment accounted for approximately 49% and 50%, respectively, of our Adjusted EBITDA in 2012 and the first three months of 2013. Approximately 82% and 83%, respectively, of our revenue from external customers in this segment was generated in offshore markets in 2012 and the first three months of 2013, the significant majority of which was from deep water markets.

U.S. Services. Approximately 51% and 63%, respectively, of our 2012 and first quarter 2013 U.S. Services segment revenue from external customers was generated in the technically challenging deep water areas of the U.S. Gulf of Mexico. In addition, we have a significant presence in almost all of the active onshore oil and gas drilling regions in the U.S., including the Permian Basin, Bakken Shale, Barnett Shale, Eagle Ford Shale, Haynesville Shale, Marcellus Shale and Utica Shale. Our U.S. Services segment accounted for approximately 45% and 42%, respectively, of our Adjusted EBITDA in 2012 and the first three months of 2013.

Pipe and Products. We also design and manufacture certain products that we sell or rent directly to external customers, including large OD pipe connectors and casing attachments. We also provide specialized fabrication and welding services in support of deep water projects in the U.S. Gulf of Mexico, including drilling and production risers, flowlines and pipeline end terminations, as well as long length tubulars (up to 300 feet in length) for use as caissons or pilings. Finally, we distribute large OD pipe manufactured by third parties. A significant majority of our sales to external customers occur in deep water markets. Our Pipe and Products segment accounted for approximately 6% and 8%, respectively, of our Adjusted EBITDA in 2012 and the first three months of 2013.

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Trends in the Industry

We believe that the following trends will positively affect the oilfield services industry, and consequently the demand for tubular installation services, in the coming years.

Increasing global demand for crude oil and natural gas has spurred increases in energy development spending. The crude oil and natural gas industry benefits from increased consumption of hydrocarbons, caused in part by the industrialization of China, India and other developing countries. Spears estimates that annual global spending on drilling and development activities increased from $236 billion in 2009 to $326 billion in 2012, and is projected to increase to $482 billion in 2018, representing a compound annual growth rate of approximately 8% from 2009 to 2018.

Significant new well development is required to replace naturally declining production. Despite elevated exploration and development activity in recent years, oil supply has only experienced modest gains, highlighting the difficulty in overcoming the natural decline rates of large legacy fields. The International Energy Agency (the IEA) estimates that in order to overcome the decline in production from existing fields, and to keep pace with projected demand increases, new production of approximately 40 million barrels of oil per day (an amount equal to nearly 60% of 2011 global oil production) must be added by 2035. A significant number of new wells will be required to make up for declines in production from existing fields and the projected increase in global oil demand.

Increasing offshore and deep water drilling and development activity. Worldwide offshore rig counts continue to increase as crude oil supply and demand fundamentals encourage new drilling. Moreover, many of these new rigs are bigger and more efficient and designed to drill deeper to previously unrecoverable reserves. According to the IEA, 55% of remaining recoverable conventional oil outside of the Organization of Petroleum Exporting Countries (OPEC) is offshore. According to Spears, offshore spending will increase from $80.1 billion in 2011 to $179.7 billion in 2018, a compound annual growth rate of 12%. Offshore discoveries are expected to play an important role in the future, particularly deep water discoveries at depths greater than 1,000 feet.

Increasing complexity and costs of well construction. As conventional sources of oil and gas are depleted, the oil and gas industry continues to develop new technologies and techniques that allow operators to develop a wider range of unconventional oil and gas resources, such as oil and gas shales. Certain of these techniques include drilling deeper and horizontal well paths with long lateral lengths and multi-stage completions, often in high temperature and high pressure environments. These types of unconventional drilling generally require additional tubular services compared to conventional drilling, and tubular installation services have become increasingly complex to execute, and have required the development of new techniques and specialized tools.

Heightened focus on quality, safety and environmental factors. Our customers are increasingly focused on the quality of wellbore construction, operational safety and environmental stewardship, particularly in offshore environments where we routinely operate. The tubular services we provide are critical in achieving these goals. As such, our reputation as a high-quality, trusted service provider positions us well to benefit from this trend.

Recent Developments

Preliminary Second Quarter Financial Results

While we have not finalized our financial statements or results of operations for the quarter ended June 30, 2013, the following preliminary information reflects management s estimates with respect to such period based on currently available information.

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In June 2013, we sold a component of our Pipe and Products segment that manufactured centralizers for sales to third parties. That sale is expected to result in a pre-tax gain of approximately $41 million. The attributable operations and the gain will be reported as discontinued operations. Revenues associated with this component were $16.9 million and $4.2 million for the year ended December 31, 2012 and three months ended March 31, 2013, respectively.

Based upon our preliminary analysis, we currently expect revenues from continuing operations of between $288.0 million and $298.0 million for the three months ended June 30, 2013 compared to revenues of $262.7 million for the three months ended June 30, 2012. The estimated increase was primarily the result of increased demand for our services and products and an increase in international pipe sales. Based upon our preliminary analysis, we currently expect income from continuing operations of between $99.0 million and $104.0 million for the three months ended June 30, 2013, compared to income from continuing operations of $89.2 million for the three months ended June 30, 2012. Income from continuing operations for the second quarter of 2013 was positively affected by the estimated increase in revenue on comparable cost of revenues and an increase in other income, which is expected to include the receipt of approximately $3 million of underpaid royalty payments.

We are currently in the process of preparing our combined financial statements as of and for the six months ended June 30, 2013. These financial statements are not currently available and are not expected to be available and filed with the Securities and Exchange Commission (the SEC) until after consummation of this offering. Estimates of financial results and position are inherently uncertain and subject to change, and adjustments may arise and actual results may differ materially from these estimates. The preliminary financial data included in this prospectus has been prepared by, and is the responsibility of, management. PricewaterhouseCoopers LLP has not audited, reviewed, compiled or performed any procedures with respect to the accompanying preliminary financial data. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto. You are cautioned not to place undue reliance on these estimates. This information is a summary of estimated financial data and should be read in conjunction with the Risk Factors, Summary Historical Combined and Unaudited Pro Forma Financial Data, Management s Discussion and Analysis of Financial Conditional and Results of Operations, and our unaudited and audited combined financial statements and the accompanying notes appearing elsewhere in this prospectus.

Resignation of Robert R. Gilbert as an Executive Officer

In the course of preparing for this offering, we became aware that Robert R. Gilbert, who served as our Executive Vice President and Chief Operating Officer U.S. Services and Pipe and Products, misstated his educational credentials. Specifically, though he completed approximately 30 hours of coursework, Mr. Gilbert did not actually obtain a Masters of Business Administration degree. As a result of this discovery, Mr. Gilbert resigned from his position and has agreed to accept a non-executive role with the company and will no longer serve as an executive officer. Accordingly, our management and compensation disclosures reflect that Mr. Gilbert is no longer one of our executive officers. See Management, Compensation Discussion and Analysis and Executive Compensation. We do not believe that Mr. Gilbert s misstatement about his educational credentials has any bearing on the accuracy of our disclosure or the integrity of our operations and management.

Business History

We believe that our long and successful history in the industry is a testament to the quality of the services and the innovative technology that we provide our customers. Frank s International traces its roots to the founding of FCC by Frank Mosing in 1938. In 1950, Donald E. Mosing joined his father in the business. Later, Donald s younger brothers, Billy and Larry, joined their father and brother to help manage the growing operations. As an engineering and safety innovator, Donald was a driving force for many years in the development of many of our proprietary tools and processes, and he is named as an inventor on 45 of the

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U.S. patents that have been issued to us. In 1973, Donald Keith Mosing, Donald E. Mosing s eldest son, established our third office, in Alvin, Texas. Keith Mosing quickly embarked on the expansion of operations across North America and into South America, Asia, Europe, Africa and the Middle East. Our international operations were formally organized into a separate company in 1981, with Keith Mosing being named Chairman, President and Chief Executive Officer. Since the early 1980s, our U.S. and international operations have continued to grow, both organically and through strategic acquisitions. Upon Donald s retirement in July 2011, Keith Mosing was named Chairman, President and Chief Executive Officer of the U.S. operations. Until this offering, we have been owned solely by members of the Mosing family.

Risk Factors

An investment in our common stock involves a number of risks. You should carefully consider the risks described in Risk Factors, in addition to the other information contained in this prospectus, including Management s Discussion and Analysis of Financial Condition and Results of Operations and our combined financial statements and related notes, before investing in our common stock. These risks could materially affect our business, financial condition and results of operations, and cause the trading price of our common stock to decline. You could lose part or all of your investment. You should bear in mind, in reviewing this prospectus, that past experience is no indication of future performance. You should read the section titled Cautionary Note Regarding Forward-Looking Statements for a discussion of what types of statements are forward-looking statements, as well as the significance of such statements in the context of this prospectus.

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Organization

The diagram below depicts our simplified organizational structure immediately following the completion of this offering (assuming that the underwriters option to purchase additional shares of common stock is not exercised and without giving effect to the grant of restricted stock units representing an aggregate of 3,545,455 shares of common stock to our officers and employees concurrently with this offering as described in Compensation Discussion and Analysis Components of Our Executive Compensation Program Long-Term Incentive Plan):

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Following completion of this offering, FINV, the issuer of common stock in this offering, will act as a holding company whose sole material assets will consist of indirect general and limited partnership interests in Frank s International C.V. (FICV). As the indirect sole shareholder of the general partner of FICV, FINV will be responsible for all operational, management and administrative decisions relating to FICV s business and will consolidate the financial results of FICV and its subsidiaries.

The articles of association of FINV authorize two classes of stock, common stock and Series A preferred stock. See Description of Capital Stock. Only common stock will be sold to investors pursuant to this offering. Shares of our common stock will also be held indirectly by members of the Mosing family through FWW B.V. (FWW). Shares of Series A preferred stock will be held by Mosing Holdings, Inc. (Mosing Holdings) as described below. Each share of Series A preferred stock will have a liquidation preference equal to its par value of 0.01 per share (or 529,760 in the aggregate) and will be entitled to an annual dividend equal to 0.25% of its par value (or 1,324 per annum in the aggregate). Additionally, each share of Series A preferred stock will entitle its holder to vote together with the common stock as a single class on all matters presented to FINV s shareholders for their vote. The common stock and the preferred stock are collectively referred to herein as the FINV Stock.

FICV is a newly formed limited partnership that was formed to act as a holding company of various U.S. and foreign operating companies engaged in our business. Prior to this offering, our foreign operating companies have been owned directly or indirectly by FINV, and our U.S. operating companies have been owned directly or indirectly by Mosing Holdings, which is owned by members of the Mosing family. In connection with this offering, FINV will contribute all of our foreign operating subsidiaries and a portion of the proceeds from this offering to FICV, and Mosing Holdings will contribute all of our U.S. operating subsidiaries (excluding certain assets that generate a de minimis amount of revenue, including aircraft, real estate and life insurance policies) to FICV. We intend to enter into real estate lease agreements and an aviation services agreement with customary terms for continued use of the real estate and aircraft. See Certain Relationships and Related Party Transactions Transactions with Our Directors, Executive Officers and Affiliates.

In exchange for this contribution (and after giving effect to this offering assuming the underwriters option to purchase additional shares of common stock is not exercised),

(i) FINV will (indirectly) hold a 73.7% limited partnership interest and a 0.1% general partnership interest in FICV; and

(ii) Mosing Holdings will hold a 26.2% limited partnership interest in FICV.

In order to give Mosing Holdings a percentage vote in FINV that is equal to the percentage limited partnership interest in FICV that Mosing Holdings will receive in exchange for its contribution to FICV, Mosing Holdings will also receive 52,976,000 shares of Series A preferred stock of FINV in the exchange.

Following the completion of this offering, the Mosing family will own, indirectly through Mosing Holdings and FWW, FINV Stock and FICV limited partnership interests that in the aggregate will represent approximately 85.1% of the economic interests in and voting power of our combined company (or 83.3% if the underwriters option to purchase additional shares of common stock is exercised in full).

For purposes of any transfer or exchange of Series A preferred stock and limited partnership interests in FICV, the articles of association of FINV and the partnership agreement of FICV contain provisions linking each share of Series A preferred stock in FINV to a proportionate portion of the limited partnership interest in FICV held by Mosing Holdings or its permitted transferee, which portion at any time will equal the total limited partnership interest in FICV held by Mosing Holdings or its permitted transferee divided by the total number of issued and outstanding shares of Series A preferred stock of FINV (each such portion being referred to as an

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FICV Portion). Shares of Series A preferred stock cannot be transferred unless simultaneously with an equal number of FICV Portions and vice versa.

Mosing Holdings (or any of its permitted transferees) will have the right (the Conversion Right) to convert all or a portion of its Series A preferred stock into FINV common stock by delivery to FINV of an equivalent number of FICV Portions. In connection with such conversion, Mosing Holdings or its permitted transferees will also be entitled to receive an amount of cash equal to the par value of each share of Series A preferred stock so converted plus any accrued but unpaid dividends thereon.

The above mechanism is subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

See Certain Relationships and Related Party Transactions Limited Partnership Agreement of FICV.

Also in connection with our formation transactions, we will enter into a Tax Receivable Agreement with Mosing Holdings. This agreement generally will provide for the payment by FINV of 85% of actual reductions, if any, in payments of U.S. federal, state and local income tax or franchise tax (which reductions we refer to as cash savings) in periods after this offering as a result of (i) the tax basis increases from the transfer of FICV interests to us in connection with a conversion of shares of Series A preferred stock into shares of our common stock and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, any payments we make under the Tax Receivable Agreement. FINV will retain the benefit of the remaining 15% of these cash savings. See Certain Relationships and Related Party Transactions Tax Receivable Agreement.

Corporate Information

Our principal executive offices are located at Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands, and our telephone number at that address is +31 (0)20 52 14 777. Our primary U.S. offices are located at 10260 Westheimer Rd., Houston, Texas 77042, and our telephone number at that address is (281) 966-7300. Our website is located at *www.franksinternational.com*. We expect to make our periodic reports and other information filed or furnished to the SEC available free of charge through our website as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference herein and does not constitute a part of this prospectus.

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The Offering

Common stock offered by us	30,000,000 shares (34,500,000 shares if the underwriters option to purchase additional shares of common stock is exercised in full).
Over-allotment option	We have granted the underwriters the option to purchase up to an additional 4,500,000 shares of common stock if the underwriters sell more than 30,000,000 shares of common stock in this offering.
Common stock to be outstanding after the offering	149,024,000 shares (153,524,000 shares if the underwriters option to purchase additional shares of common stock is exercised in full), without giving effect to the grant of restricted stock units representing an aggregate of 3,545,455 shares of common stock to our officers and employees concurrently with this offering as described in Compensation Discussion and Analysis Components of Our Executive Compensation Program Long-Term Incentive Plan.
Series A preferred stock to be outstanding after the offering	52,976,000 shares, all of which will be held by Mosing Holdings. The number of shares of Series A preferred stock held by Mosing Holdings immediately following the completion of this offering will represent a percentage of the total number of shares of FINV Stock equal to the percentage interest Mosing Holdings has in FICV.
Voting power of common stock after giving effect to this offering	73.8% (or 100% if all outstanding shares of Series A preferred stock are converted), without giving effect to the grant of restricted stock units representing an aggregate of 3,545,455 shares of common stock to our officers and employees concurrently with this offering as described in Compensation Discussion and Analysis Components of Our Executive Compensation Program Long-Term Incentive Plan.
Voting power of Series A preferred stock after giving effect to this offering	26.2% (or none if all outstanding shares of Series A preferred stock are converted), without giving effect to the grant of restricted stock units representing an aggregate of 3,545,455 shares of common stock to our officers and employees concurrently with this offering as described in Compensation Discussion and Analysis Components of Our Executive Compensation Program Long-Term Incentive Plan.

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Use of proceeds	We expect to receive net proceeds of approximately $618.6 million from the sale of the common stock by us in this offering, after deducting estimated expenses payable by us and underwriting discounts and commissions. We intend to use the net proceeds from this offering to repay in full the outstanding notes payable to FWW, under which there was an aggregate of $443.7 million outstanding as of March 31, 2013. The remaining net proceeds (including any proceeds attributable to the underwriters exercise of their option to purchase additional shares of common stock) will be contributed to FICV. FICV will use such proceeds for general corporate purposes. See Use of Proceeds.
Dividend policy	Following the completion of this offering, we intend to pay a regular quarterly dividend on our common stock of $0.075 per share.
Listing and trading symbol	Our common stock has been approved for listing on the New York Stock Exchange (the NYSE) under the symbol FI.
Risk factors	You should carefully read and consider the information beginning on page 17 of this prospectus set forth under the heading Risk Factors and all other information set forth in this prospectus before deciding to invest in our common stock.

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Summary Historical Combined and Unaudited Pro Forma Financial Data

The following table shows summary historical combined financial data of Frank s International as of and for the years ended December 31, 2010, 2011 and 2012. The summary historical combined financial data of Frank s International as of December 31, 2011 and 2012 and for the years ended December 31, 2010, 2011 and 2012 has been derived from our audited financial statements and the related notes thereto included elsewhere in this prospectus. The audited financial data as of December 31, 2010 has been derived from our audited combined financial statements and related notes thereto that are not included in this prospectus. The summary historical combined financial data presented as of March 31, 2013 and for the three months ended March 31, 2012 and 2013 are derived from the unaudited historical combined financial statements included elsewhere in this prospectus. Under the combined method of accounting, the historical consolidated financial statements of FINV, FII, FCC and FTS and their wholly owned subsidiaries are combined as if Frank s International operated as a single entity. All intercompany accounts and transactions have been eliminated for purposes of preparing these combined financial statements.

The summary unaudited pro forma financial data presented below has been derived by the application of pro forma adjustments to the historical combined statements of Frank s International included elsewhere in this prospectus. The summary unaudited pro forma financial data for the year ended December 31, 2012 and as of and for the three months ended March 31, 2013 give effect to our reorganization in connection with this offering as described in Organizational Structure and the use of the estimated net proceeds from this offering as described in Use of Proceeds as if all such transactions had occurred on January 1, 2012, in the case of the unaudited pro forma condensed statement of income, and on March 31, 2013, in the case of the unaudited pro forma condensed balance sheet.

You should read these tables in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, which includes a discussion of factors materially affecting the comparability of the information presented, Organizational Structure, Selected Historical Combined and Unaudited Pro Forma Financial Data and our historical and pro forma financial statements and notes thereto included elsewhere in this prospectus. Our summary unaudited pro forma financial data is presented for informational purposes only. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. Our summary unaudited pro forma financial data does not purport to represent what our results of operations or financial position would have been if we operated as a public company during the period presented and may not be indicative of our future performance.

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	Frank s International					FINV Pro Forma	
	Year Ended December 31,			Three Months Ended March 31,		Year Ended December 31,	Three Months Ended March 31,
	2010	2011	2012	2012	2013	2012	2013
Statements of income data (in thousands):							
Revenues:							
Equipment rentals and services	$ 490,902	$ 613,541	$ 880,084	$ 203,755	$ 205,878	$ 878,938	$ 205,643
Products	117,306	125,534	175,841	36,773	30,882	175,841	30,882
Total revenues	608,208	739,075	1,055,925	240,528	236,760	1,054,779	236,525
Operating expenses:							
Cost of revenues, exclusive of depreciation and amortization							
Equipment rentals and services	222,345	256,515	314,950	72,731	75,781	314,950	75,781
Products	70,697	76,368	119,527	24,184	18,019	119,527	18,019
General and administrative expenses	134,449	160,506	187,033	41,608	44,145	188,409	45,434
Depreciation and amortization	48,197	54,581	66,215	15,424	17,783	64,148	17,364
(Gain) loss on sale of assets	(164)	(47)	(2,608)	195	23	(2,608)	23
Operating income	132,684	191,152	370,808	86,386	81,009	370,353	79,904
Other income (expense):							
Other income	3,906	3,786	12,189	670	2,127	12,189	2,127
Interest income (expense), net	(1,658)	(655)	264	260	(201)	1,038	83
Foreign currency gain (loss)	(1,930)	(3,209)	(450)	2,626	(3,587)	(450)	(3,587)
Total other income (expense)	318	(78)	12,003	3,556	(1,661)	12,777	(1,377)
Income before income tax	133,002	191,074	382,811	89,942	79,348	383,130	78,527
Income tax expense	14,601	20,287	31,877	7,687	6,303	89,569	17,834
Net income	118,401	170,787	350,934	82,255	73,045	293,561	60,693
Non-controlling interest						(92,059)	(18,915)
Net income attributable to Frank s International	118,401	170,787	350,934	82,255	73,045	201,502	41,778
Preferred stock dividends						(2)	
Net income attributable to common stockholders	$ 118,401	$ 170,787	$ 350,934	$ 82,255	$ 73,045	$ 201,500	$ 41,778
Balance sheet data (as of period end) (in thousands):							
Total assets	$ 710,543	$ 847,500	$ 1,107,961		$ 1,129,318		$ 1,240,572
Long-term debt excluding affiliates	46,579	9,204	7,368		5,858		5,059
Long-term debt affiliate(1)	907	3,618	469,268		448,838		2,881
Total liabilities(2)	174,530	180,372	660,973		635,667		189,598
Total stockholders equity	536,013	667,128	446,988		493,651		1,050,974
Other financial data (in thousands):							
Net cash provided by operating activities	$ 163,414	$ 180,710	$ 344,776	$ 78,669	$ 50,664		
Net cash used in investing activities	(69,130)	(126,655)	(182,533)	(47,541)	(42,014)		
Net cash used in financing activities	(79,261)	(71,874)	(107,210)	(14,742)	(44,235)		
Adjusted EBITDA(3) (unaudited)	184,623	249,472	446,604	102,675	100,942	$ 444,082	$ 99,418

(1)

In 2012, FINV made a non-cash distribution of $484.0 million to its owners in the form of two unsecured promissory notes payable. As of December 31, 2012 and March 31, 2013, there was an aggregate of approximately $464.0 million and $443.7 million, respectively, outstanding under these notes.

(2) Includes Series A preferred stock.

(3) Adjusted EBITDA is a non-GAAP financial measure. For a definition and a reconciliation of Adjusted EBITDA to our net income, see Non-GAAP Financial Measure below.

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Non-GAAP Financial Measures

Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies.

We define Adjusted EBITDA as net income before net interest income or expense, depreciation and amortization, income tax benefit or expense, asset impairments, gain or loss on sale of assets, foreign currency gain or loss and other non-cash adjustments. We define Adjusted EBITDA margin as Adjusted EBITDA divided by revenues. Adjusted EBITDA is not a measure of net income or cash flows as determined by U.S. generally accepted accounting principles (GAAP).

Management believes Adjusted EBITDA is useful because it allows us to more effectively evaluate our operating performance and compare the results of our operations from period to period without regard to our financing methods or capital structure. We exclude the items listed above from net income in arriving at Adjusted EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Adjusted EBITDA and Adjusted EBITDA margin have limitations as analytical tools and should not be considered as an alternative to, or more meaningful than, operating income, net income or cash flows from operating activities as determined in accordance with GAAP or as an indicator of our operating performance or liquidity. Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing a company s financial performance, such as a company s cost of capital and tax structure, as well as the historic costs of depreciable assets, none of which are components of Adjusted EBITDA. Our computations of Adjusted EBITDA may not be comparable to other similarly titled measures of other companies. We believe that Adjusted EBITDA is a widely followed measure of operating performance and may also be used by investors to measure our ability to meet debt service requirements.

The following table presents a reconciliation of the non-GAAP financial measure of Adjusted EBITDA to the GAAP financial measure of net income.

	Frank s International					FINV Pro Forma	
	Year Ended December 31,			Three Months Ended March 31,		Year Ended December 31,	Three Months Ended March 31,
	2010	2011	2012	2012	2013	2012	2013
Adjusted EBITDA Reconciliation (in thousands):							
Net income	$ 118,401	$ 170,787	$ 350,934	$ 82,255	$ 73,045	$ 293,561	$ 60,693
Interest (income) expense, net	1,658	655	(264)	(260)	201	(1,038)	(83)
Depreciation and amortization	48,197	54,581	66,215	15,424	17,783	64,148	17,364
Income tax expense	14,601	20,287	31,877	7,687	6,303	89,569	17,834
(Gain) loss on sale of assets	(164)	(47)	(2,608)	195	23	(2,608)	23
Foreign currency (gain) loss	1,930	3,209	450	(2,626)	3,587	450	3,587
Adjusted EBITDA	$ 184,623	$ 249,472	$ 446,604	$ 102,675	$ 100,942	$ 444,082	$ 99,418

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RISK FACTORS

You should carefully consider the risks described below before making an investment decision. Our business, financial condition and results of operations could be materially adversely affected by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.

Risks Related to Our Business

Our business depends on the level of activity in the oil and gas industry, which is significantly affected by volatile oil and gas prices and other factors.

Our business depends on the level of activity in oil and gas exploration, development and production in market sectors worldwide. Oil and gas prices and market expectations of potential changes in these prices significantly affect this level of activity. However, higher commodity prices do not necessarily translate into increased drilling activity, since customers expectations of future commodity prices typically drive demand for our services. The availability of quality drilling prospects, exploration success, relative production costs, the stage of reservoir development and political and regulatory environments also affect the demand for our services. Worldwide military, political and economic events have in the past contributed to oil and gas price volatility and are likely to do so in the future. The demand for our services may be affected by numerous factors, including:

- the level of worldwide oil and gas exploration and production;
- the cost of exploring for, producing and delivering oil and gas;
- demand for energy, which is affected by worldwide economic activity and population growth;
- the level of excess production capacity;
- the discovery rate of new oil and gas reserves;
- the ability of OPEC to set and maintain production levels for oil;
- the level of production by non-OPEC countries;
- U.S. and global political and economic uncertainty, socio-political unrest and instability or hostilities;
- demand for, availability of and technological viability of, alternative sources of energy; and
- technological advances affecting energy exploration, production, transportation and consumption.

Demand for our offshore services substantially depends on the level of activity in offshore oil and gas exploration, development and production. The level of offshore activity is historically cyclical and characterized by large fluctuations in response to relatively minor changes in a variety of factors, including oil and gas prices, which could have a material adverse effect on our business, financial condition and results of operations.

A significant amount of our U.S. onshore business is focused on unconventional shale resource plays. The demand for those services is substantially affected by oil and gas prices and market expectations of potential changes in these prices. If commodity prices were to go below a certain threshold for an extended period of time, demand for our services in the U.S. onshore market would be greatly reduced, potentially having a material adverse effect on our business, financial condition and results of operations.

The oil and gas industry has historically experienced periodic downturns, which have been characterized by reduced demand for oilfield services and downward pressure on the prices we charge. A significant downturn in the oil and gas industry will adversely affect the demand for oilfield services and our business, financial condition and results of operations.

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Physical dangers are inherent in our operations and may expose us to significant potential losses. Personnel and property may be harmed during the process of drilling for oil and gas.

Drilling for and producing oil and gas, and the associated services that we provide, include inherent dangers that may lead to property damage, personal injury, death or the discharge of hazardous materials into the environment. Many of these events are outside our control. Typically, we provide services at a well site where our personnel and equipment are located together with personnel and equipment of our customers and third parties, such as other service providers. At many sites, we depend on other companies and personnel to conduct drilling operations in accordance with appropriate safety standards. From time to time, personnel are injured or equipment or property is damaged or destroyed as a result of accidents, failed equipment, faulty products or services, failure of safety measures, uncontained formation pressures, or other dangers inherent in drilling for oil and gas. Any of these events can be the result of human error. With increasing frequency, our services are deployed on more challenging prospects, particularly deep water offshore drilling sites, where the occurrence of the types of events mentioned above can have an even more catastrophic impact on people, equipment and the environment. Such events may expose us to significant potential losses, which could adversely affect our business, financial condition and results of operations.

We are vulnerable to risks associated with our offshore operations that could negatively impact our business, financial condition and results of operations.

We conduct offshore operations in the U.S. Gulf of Mexico and almost every significant international offshore market, including West Africa, Latin America, Europe, the Asia Pacific region and several other producing regions. Our operations and financial results could be significantly impacted by conditions in some of these areas because we are vulnerable to certain unique risks associated with operating offshore, including those relating to:

- hurricanes and other adverse weather conditions;
- terrorist attacks, such as piracy;
- failure of offshore equipment and facilities;
- local and international political and economic conditions and policies and regulations related to offshore drilling;
- unavailability of offshore drilling rigs in the markets that we operate;
- the cost of offshore exploration for, and production and transportation of, oil and gas;
- successful exploration for, and production and transportation of, oil and gas from onshore sources;
- the availability and rate of discovery of new oil and gas reserves in offshore areas; and
- the ability of oil and gas companies to generate or otherwise obtain funds for exploration and production.

While the impact of these factors is difficult to predict, any one or more of these factors could adversely affect our business, financial condition and results of operations.

Our international operations and revenue expose us to political, economic and other uncertainties inherent to international business.

We have substantial international operations, and we intend to grow those operations further. For the year ended December 31, 2012 and the three months ended March 31, 2013, international operations accounted for approximately 44% and 47%, respectively, of our revenue. Our international operations are subject to a number of risks inherent in any business operating in foreign countries, including, but not limited to, the following:

- political, social and economic instability;

- potential expropriation, seizure or nationalization of assets;

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- deprivation of contract rights;
- increased operating costs;
- inability to collect revenues due to shortages of convertible currency;
- unwillingness of foreign governments to make new onshore and offshore areas available for drilling;
- civil unrest and protests, strikes, acts of terrorism, war or other armed conflict;
- import/export quotas;
- confiscatory taxation or other adverse tax policies;
- continued application of foreign tax treaties;
- currency exchange controls;
- currency exchange rate fluctuations and devaluations;
- restrictions on the repatriation of funds; and
- other forms of government regulation which are beyond our control.

Instability and disruptions in the political, regulatory, economic and social conditions of the foreign countries in which we conduct business, including economically and politically volatile areas such as Africa, the Middle East, Latin America and the Asia Pacific region, could cause or contribute to factors that could have an adverse effect on the demand for the products and services we provide. Worldwide political, economic, and military events have contributed to oil and gas price volatility and are likely to continue to do so in the future. Depending on the market prices of oil and gas, oil and gas exploration and development companies may cancel or curtail their drilling programs, thereby reducing demand for our services.

Additionally, our competitiveness in international market areas may be adversely affected by regulations that promote or incentivize, among other things, the:

- awarding of contracts to local contractors; and
- establishment of foreign subsidiaries with significant ownership positions reserved by the foreign government for local citizens.

While the impact of these factors is difficult to predict, any one or more of these factors could adversely affect our business, financial condition and results of operations.

To compete in our industry, we must continue to develop new technologies and products to support our tubular services, secure and maintain patents related to our current and new technologies and products as well as protect and enforce our intellectual property rights.

The markets for our tubular services are characterized by continual technological developments. While we believe that the proprietary products we have developed provide us with technological advances in providing services to our customers, substantial improvements in the scope and quality of the products in the market we operate may occur over a short period of time. If we are not able to develop commercially competitive products in a timely manner in response, our ability to service our customers demands may be adversely affected. Our future ability to develop new products in order to support our services depends on our ability to:

design and produce products that allow us to meet the needs of our customers; and

obtain and maintain patent protection.

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We may encounter resource constraints, technical barriers, or other difficulties that would delay introduction of new services and related products in the future. Our competitors may introduce new products or obtain patents before we do and achieve a competitive advantage. Additionally, the time and expense invested in product development may not result in commercial applications.

We currently hold multiple U.S. and international patents and have multiple pending patent applications for products and processes. Patent rights give the owner of a patent the right to exclude third parties from making, using, selling, and offering for sale the inventions claimed in the patents in the applicable country. Patent rights do not necessarily grant the owner of a patent the right to practice the invention claimed in a patent, but merely the right to exclude others from practicing the invention claimed in the patent. It may also be possible for a third party to design around our patents. Furthermore, patent rights have strict territorial limits. Some of our work will be conducted in international waters and would, therefore, not fall within the scope of any country s patent jurisdiction. We may not be able to enforce our patents against infringement occurring in international waters and other non-covered territories. Also, we do not have patents in every jurisdiction in which we conduct business and our patent portfolio will not protect all aspects of our business and may relate to obsolete or unusual methods, which would not prevent third parties from entering the same market.

We attempt to limit access to and distribution of our technology by customarily entering into confidentiality agreements with our employees, customers and potential customers and suppliers. However, our rights in our confidential information, trade secrets, and confidential know-how will not prevent third parties from independently developing similar information. Publicly available information (e.g. information in expired issued patents, published patent applications, and scientific literature) can also be used by third parties to independently develop technology. We cannot provide assurance that this independently developed technology will not be equivalent or superior to our proprietary technology.

In addition, we may become involved in legal proceedings from time to time to protect and enforce our intellectual property rights. Third parties from time to time may initiate litigation against us by asserting that the conduct of our business infringes, misappropriates or otherwise violates intellectual property rights. We may not prevail in any such legal proceedings related to such claims, and our products and services may be found to infringe, impair, misappropriate, dilute or otherwise violate the intellectual property rights of others. Any legal proceeding concerning intellectual property could be protracted and costly and is inherently unpredictable and could have a material adverse effect on our business, regardless of its outcome. Further, our intellectual property rights may not have the value that management believes them to have and such value may change over time as we and others develop new product designs and improvements.

Our tubular services may be adversely affected by various laws and regulations in countries in which we operate relating to the equipment and operation of drilling units, oil and gas exploration and development, as well as import and export activities.

Governments in some foreign countries have been increasingly active in regulating and controlling the ownership of concessions and companies holding concessions, the exploration for oil and gas and other aspects of the oil and gas industries in their countries, including local content requirements for participating in tenders for certain tubular services. We operate in several of these countries, including Angola, Nigeria, Indonesia, Malaysia, Brazil and Canada. Many governments favor or effectively require that contracts be awarded to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. These practices may result in inefficiencies or put us at a disadvantage when we bid for contracts against local competitors.

In addition, the shipment of goods, services and technology across international borders subjects us to extensive trade laws and regulations. Our import and export activities are governed by unique customs laws and regulations in each of the countries where we operate. Moreover, many countries control the import and export of certain goods, services and technology and impose related import and export recordkeeping and reporting obligations. Governments also may impose economic sanctions against certain countries, persons and other

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entities that may restrict or prohibit transactions involving such countries, persons and entities, and we are also subject to the U.S. anti-boycott law. In addition, certain anti-dumping regulations in the foreign countries in which we operate may prohibit us from purchasing pipe from certain suppliers.

The laws and regulations concerning import and export activity, recordkeeping and reporting, import and export control and economic sanctions are complex and constantly changing. These laws and regulations may be enacted, amended, enforced or interpreted in a manner materially impacting our operations. The global economic downturn may increase some foreign governments efforts to enact, enforce, amend or interpret laws and regulations as a method to increase revenue. Materials that we import can be delayed and denied for varying reasons, some of which are outside our control and some of which may result from failure to comply with existing legal and regulatory regimes. Shipping delays or denials could cause unscheduled operational downtime. Any failure to comply with these applicable legal and regulatory obligations also could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from government contracts, seizure of shipments and loss of import and export privileges.

We may be exposed to unforeseen risks in our services and product manufacturing, which could adversely affect our results of operations.

We operate a number of manufacturing facilities to support our tubular services. In addition, we also manufacture certain products, including large OD pipe connectors and casing attachments that we sell directly to external customers. The equipment and management systems necessary for such operations may break down, perform poorly or fail, resulting in fluctuations in manufacturing efficiencies. Additionally, some of our U.S. onshore business may be conducted under fixed price or turnkey contracts. Under fixed price contracts, we agree to perform a defined scope of work for a fixed price. Prices for these contracts are based largely upon estimates and assumptions relating to project scope and specifications, personnel and material needs.

Fluctuations in our manufacturing process and inaccurate estimates and assumptions used in our projects may occur due to factors out of our control, resulting in cost overruns, which we may be required to absorb and could have a material adverse effect on our business, financial condition and results of operations. Such fluctuations or incorrect estimates may affect our ability to deliver services and products to our customers on a timely basis and we may suffer financial penalties and a diminution of our commercial reputation and future product orders, which could adversely affect our business, financial condition and results of operations.

We may be unable to employ a sufficient number of skilled and qualified workers to sustain or expand our current operations.

The delivery of our tubular services requires personnel with specialized skills and experience. Our ability to be productive and profitable will depend upon our ability to employ and retain skilled workers. In addition, our ability to expand our operations depends in part on our ability to increase the size of our skilled labor force. The demand for skilled workers is high, the supply is limited, and the cost to attract and retain qualified personnel has increased over the past few years. In addition, we are currently a party to collective bargaining or similar agreements in certain international areas in which we operate, which could result in increases in the wage rates that we must pay to retain our employees. Furthermore, a significant increase in the wages paid by competing employers could result in a reduction of our skilled labor force, increases in the wage rates that we must pay, or both. If any of these events were to occur, our capacity could be diminished, our ability to respond quickly to customer demands or strong market conditions may be inhibited and our growth potential could be impaired, any of which could have a material adverse effect on our business, financial condition and results of operations.

We operate in an intensively competitive industry, and if we fail to compete effectively, our business will suffer.

Our competitors may attempt to increase their market share by reducing prices, or our customers may adopt competing technologies. The drilling industry is driven primarily by cost minimization, and our strategy is aimed at

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reducing drilling costs through the application of new technologies. Our competitors, many of whom have a more diverse product line and access to greater amounts of capital than we do, have the ability to compete against the cost savings generated by our technology by reducing prices and by introducing competing technologies. Our competitors may also have the ability to offer bundles of products and services to customers that we do not offer. We have limited resources to sustain prolonged price competition and maintain the level of investment required to continue the commercialization and development of our new technologies. Any failure to continue to do so could adversely affect our business, financial condition or results of operations.

Our business depends upon our ability to source low cost raw materials and components, such as steel castings and forgings. Increased costs of raw materials and other components may result in increased operating expenses.

Our ability to source low cost raw materials and components, such as steel castings and forgings, is critical to our ability to manufacture our drilling products competitively and, in turn, our ability to provide onshore and offshore drilling services. Should our current suppliers be unable to provide the necessary raw materials or components or otherwise fail to deliver such materials and components timely and in the quantities required, resulting delays in the provision of products or services to customers could have a material adverse effect on our business.

In particular, we have experienced increased costs in recent years due to rising steel prices. There is also strong demand within the industry for forgings, castings and outsourced coating services necessary for us to make our products. We cannot assure that we will be able to continue to purchase these raw materials on a timely basis or at historical prices. Our results of operations may be adversely affected by our inability to manage the rising costs and availability of raw materials and components used in our products.

Our tubular services are provided in connection with operations that are subject to potential hazards inherent in the oil and gas industry, and as a result, we are exposed to potential liabilities that may affect our financial condition and reputation.

Our tubular services are provided in connection with potentially hazardous drilling, completion and production applications in the oil and gas industry where an accident can potentially have catastrophic consequences. This is particularly true in deep water operations, where we are increasingly providing more tubular services. Risks inherent to these applications, such as equipment malfunctions and failures, equipment misuse and defects, explosions, blowouts and uncontrollable flows of oil, gas or well fluids and natural disasters, on land or in deep water or shallow-water environments, can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruption and damage to or destruction of property, surface water and drinking water resources, equipment and the environment. If our services fail to meet specifications or are involved in accidents or failures, we could face warranty, contract, fines or other litigation claims, which could expose us to substantial liability for personal injury, wrongful death, property damage, loss of oil and gas production, pollution and other environmental damages. Our insurance policies may not be adequate to cover all liabilities. Further, insurance may not be generally available in the future or, if available, insurance premiums may make such insurance commercially unjustifiable. Moreover, even if we are successful in defending a claim, it could be time-consuming and costly to defend.

In addition, the frequency and severity of such incidents will affect operating costs, insurability and relationships with customers, employees and regulators. In particular, our customers may elect not to purchase our services if they view our safety record as unacceptable, which could cause us to lose customers and substantial revenues. In addition, these risks may be greater for us because we may acquire companies that have not allocated significant resources and management focus to safety and have a poor safety record requiring rehabilitative efforts during the integration process and we may incur liabilities for losses before such rehabilitation occurs.

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The imposition of stringent restrictions or prohibitions on offshore drilling by any governing body may have a material adverse effect on our business.

Events in recent years have heightened environmental and regulatory concerns about the oil and gas industry. From time to time, governing bodies have enacted and may propose legislation or regulations that would materially limit or prohibit offshore drilling in certain areas. If laws are enacted or other governmental action is taken that restrict or prohibit offshore drilling in our expected areas of operation, our expected future growth in offshore services could be reduced and our business could be materially adversely affected.

For example, the U.S. governmental, regulatory and industry response to the Deepwater Horizon drilling rig accident in April 2010 and resulting oil spill could have a prolonged and material adverse impact on drilling operations in the U.S. Gulf of Mexico. Following the April 2010 fire and explosion aboard the Deepwater Horizon drilling platform and subsequent release of oil from the Macondo well in the U.S. Gulf of Mexico, the federal Bureau of Ocean Energy Management, Regulation and Enforcement (BOEMRE) issued a moratorium on deep water drilling activities in the U.S. Gulf of Mexico, which was lifted on October 12, 2010, and also implemented a series of environmental, technological and safety measures intended to improve offshore safety systems and environmental protection. The safety regulations require operators to, among other things, submit independent third-party reports on the design and operation of blowout preventers (BOPs) and other well control systems, and conduct tests on the functionality of well control systems. Additional regulations address new standards for certain equipment involved in the construction of offshore wells, especially BOPs, and require operators to implement and enforce a safety and environmental management system, including regular third-party audits of safety procedures and drilling equipment to assure that offshore rig personnel and equipment remain in compliance with the new regulations. Each operator is also required to demonstrate that it has in place written and enforceable procedures, pursuant to applicable regulations, that ensure containment in the event of a deep water blowout. In October 2011, BOEMRE was separated into two federal bureaus, the Bureau of Ocean Energy Management (BOEM), which handles offshore leasing, resource evaluation, review and administration of oil and gas exploration and development plans, renewable energy development, National Environmental Policy Act analysis and environmental studies, and the Bureau of Safety and Environmental Enforcement (BSEE), which is responsible for the safety and enforcement functions of offshore oil and gas operations, including the development and enforcement of safety and environmental regulations, permitting of offshore exploration, development and production activities, inspections, offshore regulatory programs, oil spill response and newly formed training and environmental compliance programs.

The U.S. Gulf of Mexico represents a significant portion of the industry s existing deep water demand, and we expect the provision of tubular services there to continue to account for a meaningful portion of our business. The legal and regulatory developments since the Deepwater Horizon incident have created significant uncertainty regarding the outlook of offshore drilling activity in the U.S. Gulf of Mexico and possible implications for regions outside of the U.S. Gulf of Mexico. If the new regulations, operating procedures and possibility of increased legal liability are viewed by our current or future customers as a significant impairment to expected profitability on drilling projects in the U.S. Gulf of Mexico, deep water drillships and other floating rigs could depart the U.S. Gulf of Mexico, which would likely affect the global supply and demand balance for our services. In addition to the new safety requirements issued by BOEMRE, the BSEE could issue additional safety and environmental guidelines or regulations for drilling in the U.S. Gulf of Mexico that could disrupt or delay drilling operations, increase the cost of drilling operations or reduce the area of operations for deep water drilling, and other governments could take similar actions. All of these uncertainties could result in increased future operating costs, including insurance costs, which we may not be able to pass through to our customers.

We may not be fully indemnified against financial losses in all circumstances where damage to or loss of property, personal injury, death or environmental harm occur.

As is customary in our industry, our contracts typically provide that our customers indemnify us for claims arising from the injury or death of their employees, the loss or damage of their equipment, damage to the

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reservoir and pollution emanating from the customer s equipment or from the reservoir (including uncontained oil flow from a reservoir). Conversely, we typically indemnify our customers for claims arising from the injury or death of our employees, the loss or damage of our equipment, or pollution emanating from our equipment. Our contracts typically provide that our customer will indemnify us for claims arising from catastrophic events, such as a well blowout, fire or explosion.

Our indemnification arrangements may not protect us in every case. For example, from time to time (i) we may enter into contracts with less favorable indemnities or perform work without a contract that protects us, (ii) our indemnity arrangements may be held unenforceable in some courts and jurisdictions or (iii) we may be subject to other claims brought by third parties or government agencies. Furthermore, the parties from which we seek indemnity may not be solvent, may become bankrupt, may lack resources or insurance to honor their indemnities, or may not otherwise be able to satisfy their indemnity obligations to us. The lack of enforceable indemnification could expose us to significant potential losses.

Further, our assets generally are not insured against loss from political violence such as war, terrorism or civil unrest. If any of our assets are damaged or destroyed as a result of an uninsured cause, we could recognize a loss of those assets.

We may incur liabilities, fines, penalties or additional costs, or we may be unable to provide services to certain customers, if we do not maintain safe operations.

If we fail to comply with safety regulations or maintain an acceptable level of safety in connection with our tubular services, we may incur fines, penalties or other liabilities or may be held criminally liable. We expect to incur additional costs over time to upgrade equipment or conduct additional training or otherwise incur costs in connection with compliance with safety regulations. Failure to maintain safe operations or achieve certain safety performance metrics could disqualify us from doing business with certain customers, particularly major oil companies. Because we provide tubular services to a large number of major oil companies, any such failure could adversely affect our business, financial condition and results of operations.

The industry in which we operate is undergoing continuing consolidation that may impact results of operations.

Some of our largest customers have consolidated and are using their size and purchasing power to achieve economies of scale and pricing concessions. This consolidation may result in reduced capital spending by such customers or the acquisition of one or more of our other primary customers, which may lead to decreased demand for our products and services. If we cannot maintain sales levels for customers that have consolidated or replace such revenues with increased business activities from other customers, this consolidation activity could have a significant negative impact on our business, financial condition and results of operations. We are unable to predict what effect consolidations in the industries may have on prices, capital spending by customers, selling strategies, competitive position, ability to retain customers or ability to negotiate favorable agreements with customers.

Our operations and our customers operations are subject to a variety of governmental laws and regulations that may increase our costs, limit the demand for our services and products or restrict our operations.

Our business and our customers businesses may be significantly affected by:

- federal, state and local and non-U.S. laws and other regulations relating to oilfield operations, worker safety and protection of the environment;
- changes in these laws and regulations; and
- the level of enforcement of these laws and regulations.

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In addition, we depend on the demand for our tubular services from the oil and gas industry. This demand is affected by changing taxes, price controls and other laws and regulations relating to the oil and gas industry in general. For example, the adoption of laws and regulations curtailing exploration and development drilling for oil and gas for economic or other policy reasons could adversely affect our operations by limiting demand for our products. In addition, some non-U.S. countries may adopt regulations or practices that give advantage to indigenous oil companies in bidding for oil leases, or require indigenous companies to perform oilfield services currently supplied by international service companies. To the extent that such companies are not our customers, or we are unable to develop relationships with them, our business may suffer. We cannot determine the extent to which our future operations and earnings may be affected by new legislation, new regulations or changes in existing regulations.

Because of our non-U.S. operations and sales, we are also subject to changes in non-U.S. laws and regulations that may encourage or require hiring of local contractors or require non-U.S. contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. If we fail to comply with any applicable law or regulation, our business, financial condition and results of operations may be adversely affected.

An inability to obtain visas and work permits for our employees on a timely basis could negatively affect our operations and have an adverse effect on our business.

Our ability to provide services worldwide depends on our ability to obtain the necessary visas and work permits for our personnel to travel in and out of, and to work in, the jurisdictions in which we operate. Governmental actions in some of the jurisdictions in which we operate may make it difficult for us to move our personnel in and out of these jurisdictions by delaying or withholding the approval of these permits. If we are not able to obtain visas and work permits for the employees we need for conducting our tubular services on a timely basis, we might not be able to perform our obligations under our contracts, which could allow our customers to cancel the contracts. If our customers cancel some of our contracts, and we are unable to secure new contracts on a timely basis and on substantially similar terms, our business, financial condition and results of operations could be materially adversely affected.

Our operations are subject to environmental and operational safety laws and regulations that may expose us to significant costs and liabilities.

Our operations are subject to numerous stringent and complex laws and regulations governing the discharge of materials into the environment, health and safety aspects of our operations, or otherwise relating to human health and environmental protection. These laws and regulations may, among other things, regulate the management and disposal of hazardous and non-hazardous wastes; require acquisition of environmental permits related to our operations; restrict the types, quantities, and concentrations of various materials that can be released into the environment; limit or prohibit operational activities in certain ecologically sensitive and other protected areas; regulate specific health and safety criteria addressing worker protection; require compliance with operational and equipment standards; impose testing, reporting and record-keeping requirements; and require remedial measures to mitigate pollution from former and ongoing operations. Failure to comply with these laws and regulations or to obtain or comply with permits may result in the assessment of administrative, civil and criminal penalties, imposition of remedial or corrective action requirements and the imposition of injunctions to prohibit certain activities or force future compliance. Certain environmental laws may impose joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment.

The trend in environmental regulation has been to impose increasingly stringent restrictions and limitations on activities that may impact the environment. The implementation of new laws and regulations could result in materially increased costs, stricter standards and enforcement, larger fines and liability and increased capital expenditures and operating costs, particularly for our customers.

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Our operations in countries outside of the United States are subject to a number of U.S. federal laws and regulations, including restrictions imposed by the Foreign Corrupt Practices Act, as well as trade sanctions administered by the Office of Foreign Assets Control and the Commerce Department.

Local laws and customs in many countries differ significantly from those in the United States. In many countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us. The United States Foreign Corrupt Practices Act (FCPA) and similar anti-bribery laws in other jurisdictions, including the UK Bribery Act 2010 and the United Nations Convention Against Corruption, prohibit corporations and individuals, including us and our employees, from engaging in certain accounting practices or activities to obtain or retain business or to influence a person working in an official capacity. We do business and may do additional business in the future in countries and regions in which we may face, directly or indirectly, corrupt demands by officials, tribal or insurgent organizations, or private entities. Thus, we face the risk of unauthorized payments or offers of payments by one of our employees, contractors and agents, even though these parties are not always subject to our control. It is our policy to implement compliance procedures to prohibit these practices. However, our existing safeguards and any future improvements may prove to be less than effective, and our employees, contractors, and agents may engage in conduct for which we might be held responsible, regardless of whether such conduct occurs within or outside the United States. We may also be held responsible for any violations by an acquired company that occur prior to an acquisition, or subsequent to the acquisition but before we are able to institute our compliance procedures. In addition, our non-U.S. competitors that are not subject to the FCPA or similar laws may be able to secure business or other preferential treatment in such countries by means that such laws prohibit with respect to us. A violation of any of these laws, even if prohibited by our policies, may result in severe criminal or civil sanctions and other penalties, and could have a material adverse effect on our business. Actual or alleged violations could damage our reputation, be expensive to defend, and impair our ability to do business.

Compliance with U.S. regulations on trade sanctions and embargoes administered by the United States Department of the Treasury s Office of Foreign Assets Control (OFAC) also poses a risk to us. We cannot provide products or services to certain countries subject to U.S. trade sanctions. Furthermore, the laws and regulations concerning import activity, export recordkeeping and reporting, export control and economic sanctions are complex and constantly changing. Any failure to comply with applicable legal and regulatory trading obligations could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from governmental contracts, seizure of shipments and loss of import and export privileges.

Compliance with and changes in laws could be costly and could affect operating results.

We have operations in the U.S. and in approximately 60 countries that can be impacted by expected and unexpected changes in the legal and business environments in which we operate. Political instability and regional issues in many of the areas in which we operate may contribute to such changes with greater significance or frequency. Our ability to manage our compliance costs and compliance programs will impact our ability to meet our earnings goals. Compliance-related issues could also limit our ability to do business in certain countries. Changes that could impact the legal environment include new legislation, new regulations, new policies, investigations and legal proceedings and new interpretations of existing legal rules and regulations, in particular, changes in export control laws or exchange control laws, additional restrictions on doing business in countries subject to sanctions and changes in laws in countries where we operate or intend to operate.

Restrictions on emissions of greenhouse gases could increase our operating costs or reduce demand for our products.

Environmental advocacy groups and regulatory agencies in the United States and other countries have focused considerable attention on emissions of carbon dioxide, methane and other greenhouse gases and their potential role in climate change. The U.S. Environmental Protection Agency (the EPA) has already begun to regulate greenhouse gas emissions under existing provisions of the federal Clean Air Act, and the state of

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California has established a cap-and-trade program requiring state-wide annual reductions in emission of greenhouse gasses. In addition, from time to time there have been proposals to impose a carbon tax based on the carbon content of combusted fuels. The adoption of additional legislation or regulatory programs to reduce emissions of greenhouse gases could require us to incur increased operating costs to comply with new emissions-reduction or reporting requirements. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, hydrocarbons that our customers produce. Consequently, legislation and regulatory programs to reduce emissions of greenhouse gases could have an adverse effect on our business, financial condition and results of operations. Finally, some scientists have concluded that increasing concentrations of greenhouse gases in the Earth s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events.

We face risks related to natural disasters and pandemic diseases, which could result in severe property damage or materially and adversely disrupt our operations and affect travel required for our worldwide operations.

Some of our operations involve risks of, among other things, property damage, which could curtail our operations. For example, disruptions in operations or damage to a manufacturing plant could reduce our ability to produce products and satisfy customer demand. In particular, we have offices and manufacturing facilities in Houston, Texas and Lafayette, Louisiana and in various places throughout the Gulf Coast region of the United States. These offices and facilities are particularly susceptible to severe tropical storms and hurricanes, which may disrupt our operations. If one or more manufacturing facilities we own are damaged by severe weather or any other disaster, accident, catastrophe or event, our operations could be significantly interrupted. Similar interruptions could result from damage to production or other facilities that provide supplies or other raw materials to our plants or other stoppages arising from factors beyond our control. These interruptions might involve significant damage to, among other things, property, and repairs might take from a week or less for a minor incident to many months or more for a major interruption.

In addition, a portion of our business involves the movement of people and certain parts and supplies to or from foreign locations. Any restrictions on travel or shipments to and from foreign locations, due to the occurrence of natural disasters such as earthquakes, floods or hurricanes, or an epidemic or outbreak of diseases, including the H1N1 virus and the avian flu, in these locations, could significantly disrupt our operations and decrease our ability to provide services to our customers. In addition, our local workforce could be affected by such an occurrence or outbreak which could also significantly disrupt our operations and decrease our ability to provide services to our customers.

Our exposure to currency exchange rate fluctuations may result in fluctuations in our cash flows and could have an adverse effect on our financial condition and results of operations.

From time to time, fluctuations in currency exchange rates could be material to us depending upon, among other things, the principal regions in which we provide tubular services. For each of the year ended December 31, 2012 and the three months ended March 31, 2013, on a U.S. dollar-equivalent basis, approximately 25% of our revenue was represented by currencies other than the U.S. dollar. In particular, we are sensitive to fluctuations in currency exchange rates between the U.S. dollar and each of the Euro, Norwegian Krone, British Pound, Venezuelan Bolivar and Brazilian Real. There may be instances in which costs and revenue will not be matched with respect to currency denomination. As a result, to the extent that we continue our expansion on a global basis, as expected, we expect that increasing portions of revenue, costs, assets and liabilities will be subject to fluctuations in foreign currency valuations. We may experience economic loss and a negative impact on earnings or net assets solely as a result of foreign currency exchange rate fluctuations. Further, the markets in which we operate could restrict the removal or conversion of the local or foreign currency, resulting in our inability to hedge against these risks.

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Seasonal and weather conditions could adversely affect demand for our services and operations.

Weather can have a significant impact on demand as consumption of energy is seasonal, and any variation from normal weather patterns, such as cooler or warmer summers and winters, can have a significant impact on demand. Adverse weather conditions, such as hurricanes in the U.S. Gulf of Mexico or typhoons in the Asia Pacific region, may interrupt or curtail our operations, or our customers operations, cause supply disruptions and result in a loss of revenue and damage to our equipment and facilities, which may or may not be insured. Extreme winter conditions in Canada, Russia or the North Sea may interrupt or curtail our operations, or our customers operations, in those areas and result in a loss of revenue.

Legislation or regulations restricting the use of hydraulic fracturing could reduce demand for our services.

Hydraulic fracturing is an important and common practice in the oil and gas industry. The process involves the injection of water, sand and chemicals under pressure into a formation to fracture the surrounding rock and stimulate production of hydrocarbons. Certain environmental advocacy groups and regulatory agencies have suggested that additional federal, state and local laws and regulations may be needed to more closely regulate the hydraulic fracturing process, and have made claims that hydraulic fracturing techniques are harmful to surface water and drinking water resources and may cause earthquakes. Various governmental entities (within and outside the United States) are in the process of studying, restricting, regulating or preparing to regulate hydraulic fracturing, directly or indirectly. For example, the EPA has already begun to regulate certain hydraulic fracturing operations involving diesel under the Underground Injection Control program of the federal Safe Drinking Water Act, and is conducting a study to determine if additional regulation of hydraulic fracturing is warranted. The adoption of legislation or regulatory programs that restrict hydraulic fracturing could adversely affect, reduce or delay well drilling and completion activities, increase the cost of drilling and production, and thereby reduce demand for our services.

Customer credit risks could result in losses.

The concentration of our customers in the energy industry may impact our overall exposure to credit risk as customers may be similarly affected by prolonged changes in economic and industry conditions. Those countries that rely heavily upon income from hydrocarbon exports would be hit particularly hard by a drop in oil prices. Further, laws in some jurisdictions in which we operate could make collection difficult or time consuming. We perform ongoing credit evaluations of our customers and do not generally require collateral in support of our trade receivables. While we maintain reserves for potential credit losses, we cannot assure such reserves will be sufficient to meet write-offs of uncollectible receivables or that our losses from such receivables will be consistent with our expectations.

We may be unable to identify or complete acquisitions.

We expect that acquisitions will be an important element of our business strategy going forward. We can give no assurance that we will be able to integrate successfully the assets and operations of acquired businesses with our own business. Any inability on our part to integrate and manage the growth of acquired businesses may have a material adverse effect on our business, financial condition and results of operations. We can give no assurance that we will be able to identify and acquire additional businesses in the future on terms favorable to us.

Our executive officers and certain key personnel are critical to our business, and these officers and key personnel may not remain with us in the future.

Our future success depends in substantial part on our ability to hire and retain our executive officers and other key personnel. In particular, we are highly dependent on our executive officers, particularly Donald Keith Mosing, our Chairman, Chief Executive Officer and President. These individuals possess extensive expertise, talent and leadership, and they are critical to our success. The diminution or loss of the services of these individuals, or other integral key personnel affiliated with entities that we acquire in the future, could have a material adverse effect on our business. Furthermore, we may not be able to enforce all of the provisions in any employment agreement we have entered into with certain of our executive officers, and such employment agreements may not otherwise be effective in retaining such individuals. In addition, we may not be able to retain key employees of entities that we acquire in the future. This may impact our ability to successfully integrate or operate the assets we acquire.

Control of oil and gas reserves by state-owned oil companies may impact the demand for our services and create additional risks in our operations.

Much of the world s oil and gas reserves are controlled by state-owned oil companies, and we provide tubular services for a number of those companies. State-owned oil companies may require their contractors to meet local content requirements or other local standards, such as joint ventures, that could be difficult or undesirable for us to meet. The failure to meet the local content requirements and other local standards may adversely impact our operations in those countries. In addition, our ability to work with state-owned oil companies is subject to our ability to negotiate and agree upon acceptable contract terms.

Risks Related to Our Organizational Structure

We are a holding company and our sole material asset after completion of this offering will be our indirect equity interest in FICV, and we are accordingly dependent upon distributions from FICV to pay taxes, make payments under the tax receivable agreement, and pay dividends.

We will be a holding company and will have no material assets other than our indirect equity interest in FICV. See Organizational Structure. We have no independent means of generating revenue. We intend to cause FICV to make distributions to us and Mosing Holdings in an amount sufficient to cover (i) all applicable taxes at assumed tax rates, (ii) payments under the tax receivable agreement we intend to enter into with Mosing Holdings and (iii) dividends, if any, declared by us. To the extent that we need funds and FICV or its subsidiaries is restricted from making such distributions under applicable law or regulation or under the terms of their financing or other contractual arrangements, or is otherwise unable to provide such funds, it could materially adversely affect our liquidity and financial condition.

The Mosing family will hold a majority of the combined voting power of the FINV Stock and, accordingly, will have substantial control over our management and affairs.

Immediately following the completion of this offering, the Mosing family will hold approximately 85.1% of the combined voting power of the FINV Stock (or 83.3% if the underwriters exercise their option to purchase additional shares of common stock in full) through FWW and Mosing Holdings. Accordingly, the Mosing family will have the ability to elect all of the members of both our management board and supervisory board, and thereby to control our management and affairs. Moreover, pursuant to our amended and restated articles of association, our board of directors will consist of no more than nine individuals. The Mosing family will have the right to recommend one director for nomination to the supervisory board for each 10% of the outstanding FINV Stock they collectively beneficially own, up to a maximum of five directors. The remaining directors will be nominated by our supervisory board. At the completion of this offering, our supervisory board will consist of four members, three of whom are members of the Mosing family and are also employees of us or one of our affiliates, including our chief executive officer. As a result, members of the Mosing family will have substantial influence over our operations and potential conflicts may arise, including with respect to matters related to the compensation of our chief executive officer and the other members of the Mosing family who serve on our supervisory board. In addition, the Mosing family will be able to determine the outcome of all matters requiring shareholder approval, including mergers, amendments of our articles of association and other material transactions, and will be able to cause or prevent a change in the composition of both our management board and supervisory board or a change in control of our company that could deprive our shareholders of an opportunity to receive a premium for their common stock as part of a sale of our company. The existence of significant

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shareholders may also have the effect of deterring hostile takeovers, delaying or preventing changes in control or changes in management, or limiting the ability of our other shareholders to approve transactions that they may deem to be in the best interests of our company. So long as the Mosing family continues to own a significant amount of the FINV Stock, even if such amount represents less than 50% of the aggregate voting power, it will continue to be able to strongly influence all matters requiring shareholder approval, regardless of whether or not other shareholders believe that the transaction is in their own best interests.

Pursuant to a voting agreement that will be entered into among Mosing Holdings, FWW and members of the Mosing family, each shareholder will agree to vote all of their shares of common stock and Series A preferred stock for the election of directors of our supervisory board and management board in the manner specified by a designated shareholder representative, which will initially be Keith Mosing, our chief executive officer. See Certain Relationships and Related Person Transactions Voting Agreement.

The Mosing family may have interests that conflict with holders of shares of our common stock.

Immediately following the completion of this offering, the Mosing family will indirectly own 26.2% of the limited partnership interests in FICV. Because they hold a portion of their ownership interest in our business through FICV, rather than through FINV, the Mosing family may have conflicting interests with holders of shares of our common stock. For example, the Mosing family may have different tax positions from us which could influence their decisions regarding whether and when to cause us to dispose of assets, whether and when to cause us to incur new or refinance existing indebtedness, especially in light of the existence of the tax receivable agreement that we intend to enter into in connection with this offering. In addition, the structuring of future transactions may take into consideration the Mosing family s tax or other considerations even where no similar benefit would accrue to us. See Certain Relationships and Related Person Transactions Tax Receivable Agreement.

We will be required under the tax receivable agreement to pay Mosing Holdings or its permitted transferees for certain tax benefits we may claim, and the amounts we may pay could be significant.

We intend to enter into the tax receivable agreement with Mosing Holdings. This agreement generally will provide for the payment by us of 85% of actual reductions, if any, in payments of U.S. federal, state and local income tax or franchise tax (which reductions we refer to as cash savings) in periods after this offering as a result of (i) the tax basis increases resulting from the transfer of FICV interests to us in connection with a conversion of shares of Series A Preferred Stock into shares of our common stock and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, payments under the tax receivable agreement. In addition, the tax receivable agreement will provide for interest earned from the due date (without extensions) of the corresponding tax return to the date of payment specified by the tax receivable agreement.

The payment obligations under the tax receivable agreement are our obligations and are not obligations of FICV. The term of the tax receivable agreement will commence upon the completion of this offering and will continue until all such tax benefits have been utilized or expired, unless we exercise our right to terminate the tax receivable agreement.

Estimating the amount of payments that may be made under the tax receivable agreement is by its nature imprecise, insofar as the calculation of amounts payable depends on a variety of factors. The actual increase in tax basis, as well as the amount and timing of any payments under the tax receivable agreement, will vary depending upon a number of factors, including the timing of exchanges, the relative value of our U.S. and international assets at the time of the exchange, the price of shares of our common stock at the time of the exchange, the extent to which such exchanges are taxable, the amount and timing of the taxable income we realize in the future and the tax rate then applicable, our use of loss carryovers and the portion of our payments under the tax receivable agreement constituting imputed interest or depreciable or amortizable basis. We expect that the payments that we will be required to make under the tax receivable agreement will be substantial. There

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may be a substantial negative impact on our liquidity if, as a result of timing discrepancies or otherwise, (i) the payments under the tax receivable agreement exceed the actual benefits we realize in respect of the tax attributes subject to the tax receivable agreement or (ii) distributions to us by FICV are not sufficient to permit us to make payments under the tax receivable agreement subsequent to the payment of our taxes and other obligations. The payments under the tax receivable agreement will not be conditioned upon a holder of rights under a tax receivable agreement having a continued ownership interest in either FICV or us. While we may defer payments under the tax receivable agreement to the extent we do not have sufficient cash to make such payments, except in the case of an acceleration of payments thereunder occurring in connection with an early termination of the tax receivable agreement or certain mergers or changes of control, any such unpaid obligation will accrue interest. Additionally, during any such deferral period, we will be prohibited from paying dividends on our common stock. See Certain Relationships and Related Person Transactions Tax Receivable Agreement.

In certain cases, payments under the tax receivable agreement to Mosing Holdings or its permitted transferees may be accelerated or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the tax receivable agreement.

The tax receivable agreement provides that we may terminate it early. If we elect to terminate the tax receivable agreement early, we would be required to make an immediate payment equal to the present value of the anticipated future tax benefits subject to the tax receivable agreement (based upon certain assumptions and deemed events set forth in the tax receivable agreement, including the assumption that we have sufficient taxable income to fully utilize such benefits and that any interests in FICV that Mosing Holdings or its transferees own on the termination date are deemed to be exchanged on the termination date). Any early termination payment may be made significantly in advance of the actual realization, if any, of such future benefits. In addition, payments due under the tax receivable agreement will be similarly accelerated following certain mergers or other changes of control. In these situations, our obligations under the tax receivable agreement could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. For example, if the tax receivable agreement were terminated immediately after this offering, the estimated termination payment would be approximately $78.1 million (calculated using a discount rate of 3.01%). The foregoing number is merely an estimate and the actual payment could differ materially. There can be no assurance that we will be able to finance our obligations under the tax receivable agreement. If we were unable to finance our obligations due under the tax receivable agreement, we would be in breach of the agreement. Any such breach could adversely affect our business, financial condition or results of operations.

Payments under the tax receivable agreement will be based on the tax reporting positions that we will determine. Although we are not aware of any issue that would cause the Internal Revenue Service (the IRS) to challenge a tax basis increase or other benefits arising under the tax receivable agreement, the holders of rights under the tax receivable agreement will not reimburse us for any payments previously made under the tax receivable agreement if such basis increases or other benefits are subsequently disallowed, except that excess payments made to any such holder will be netted against payments otherwise to be made, if any, to such holder after our determination of such excess. As a result, in such circumstances, we could make payments that are greater than our actual cash tax savings, if any, and may not be able to recoup those payments, which could adversely affect our liquidity.

Risks Related to Our Common Stock

The initial public offering price of our common stock may not be indicative of the market price of our common stock after this offering. In addition, an active liquid trading market for our common stock may not develop and our common stock price may be volatile.

Prior to this offering, our common stock was not traded on any market. An active and liquid trading market for our common stock may not develop or be maintained after this offering. Liquid and active trading markets usually result in less price volatility and more efficiency in carrying out investors purchase and sale orders. The

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market price of our common stock could vary significantly as a result of a number of factors, some of which are beyond our control. In the event of a drop in the market price of our common stock, you could lose a substantial part or all of your investment in our common stock. The initial public offering price will be negotiated between us and representatives of the underwriters, based on numerous factors which we discuss in the Underwriting section of this prospectus, and may not be indicative of the market price of our common stock after this offering. Consequently, you may not be able to sell shares of our common stock at prices equal to or greater than the price paid by you in the offering.

The following factors could affect our common stock price:

- our operating and financial performance;
- quarterly variations in the rate of growth of our financial indicators, such as net income per share, net income, Adjusted EBITDA and revenues;
- changes in revenue or earnings estimates or publication of reports by equity research analysts;
- speculation in the press or investment community;
- sales of our common stock by us or other shareholders, or the perception that such sales may occur;
- general market conditions, including fluctuations in commodity prices; and
- U.S. and international economic, legal and regulatory factors unrelated to our performance.

The trading markets in general have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

We will incur increased costs as a result of being a public company.

As a privately held company, we have not been responsible for the corporate governance and financial reporting practices and policies required of a publicly traded company. As a publicly traded company with listed equity securities we will need to comply with new laws, regulations and requirements, including corporate governance provisions of the Sarbanes-Oxley Act of 2002, and rules and regulations of the SEC and the NYSE, as well as the relevant provisions under Dutch law. Complying with these statutes, regulations and requirements will occupy a significant amount of time of our management board and supervisory board and will significantly increase our costs and expenses. Among other things, we will need to:

- institute a more comprehensive compliance function;
- design, establish, evaluate and maintain a system of internal controls over financial reporting in compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules and regulations of the SEC and the Public Company Accounting Oversight Board (the PCAOB);

- comply with rules promulgated by the NYSE;
- prepare and distribute periodic public reports in compliance with our obligations under the federal securities laws;
- establish new internal policies, such as those relating to disclosure controls and procedures and insider trading;
- involve and retain to a greater degree outside counsel and accountants in the above activities; and
- establish an investor relations function.

These factors could also make it more difficult for us to attract and retain qualified members of our supervisory board, particularly to serve on our Audit Committee, qualified executive officers and key personnel.

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Future sales of our common stock in the public market could lower our stock price, and any additional capital raised by us through the sale of equity may dilute your ownership in us.

We may sell additional shares of common stock in subsequent public offerings. After the completion of this offering, we will have 149,024,000 outstanding shares of our common stock and 52,976,000 outstanding shares of Series A preferred stock that are convertible into an equivalent number of shares of common stock. Following the completion of this offering, members of the Mosing family will own, indirectly through FWW and Mosing Holdings, 119,024,000 shares of common stock and all of our shares of Series A preferred stock. Together, these shares will represent approximately 85.1% of our total outstanding FINV Stock (assuming no exercise of the underwriters option to purchase additional shares of common stock). All of these shares will be subject to a lock-up agreement as described in Underwriting, but may be sold into the market in the future.

As soon as practicable after this offering, we intend to file a registration statement with the SEC on Form S-8 providing for the registration of 20,000,000 shares of our common stock issued or reserved for issuance under our stock incentive plan and 3,000,000 shares of our common stock issued or reserved for issuance under our employee stock purchase plan. Subject to the satisfaction of vesting conditions and the expiration of lock-up agreements, shares registered under this registration statement on Form S-8 will be available for resale immediately in the public market without restriction.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of shares of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our common stock.

Our declaration of dividends is within the discretion of our management board, with the approval of our supervisory board, and subject to certain limitations under Dutch law, and there can be no assurance that we will pay dividends.

Our dividend policy is within the discretion of our management board, with the approval of our supervisory board, and will depend upon various factors, including our results of operations, financial condition, capital requirements and investment opportunities. We can provide no assurance that we will pay dividends on our common stock. No dividends on our common stock will accrue in arrears. In addition, Dutch law contains certain restrictions on a company s ability to pay cash dividends, and we can provide no assurance that those restrictions will not prevent us from paying a dividend in future periods. See Description of Capital Stock Dividends.

As a Dutch public company with limited liability, the rights of our shareholders may be different from the rights of shareholders in companies governed by the laws of U.S. jurisdictions.

We are a Dutch public company with limited liability (*naamloze vennootschap*). Our corporate affairs are governed by our articles of association and by the laws governing companies incorporated in The Netherlands. The rights of shareholders and the responsibilities of members of our management board and supervisory board may be different from those in companies governed by the laws of U.S. jurisdictions.

For example, resolutions of the general meeting of shareholders may be taken with majorities different from the majorities required for adoption of equivalent resolutions in, for example, Delaware corporations. Although shareholders will have the right to approve legal mergers or demergers, Dutch law does not grant appraisal rights to a company s shareholders who wish to challenge the consideration to be paid upon a legal merger or demerger of a company.

In addition, if a third party is liable to a Dutch company, under Dutch law shareholders generally do not have the right to bring an action on behalf of the company or to bring an action on their own behalf to recover damages sustained as a result of a decrease in value, or loss of an increase in value, of their ordinary shares. Only in the event that the cause of liability of such third party to the company also constitutes a tortious act directly

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against such shareholder and the damages sustained are permanent, may that shareholder have an individual right of action against such third party on its own behalf to recover damages. The Dutch Civil Code provides for the possibility to initiate such actions collectively. A foundation or an association whose objective, as stated in its articles of association, is to protect the rights of persons having similar interests may institute a collective action. The collective action cannot result in an order for payment of monetary damages but may result in a declaratory judgment (*verklaring voor recht*), for example declaring that a party has acted wrongfully or has breached a fiduciary duty. The foundation or association and the defendant are permitted to reach (often on the basis of such declaratory judgment) a settlement which provides for monetary compensation for damages. A designated Dutch court may declare the settlement agreement binding upon all the injured parties, whereby an individual injured party will have the choice to opt-out within the term set by the court (at least three months). Such individual injured party, may also individually institute a civil claim for damages within the before mentioned term.

Furthermore, certain provisions of Dutch corporate law have the effect of concentrating control over certain corporate decisions and transactions in the hands of our management board and supervisory board. As a result, holders of our shares may have more difficulty in protecting their interests in the face of actions by members of our management board and supervisory board than if we were incorporated in the United States.

In the performance of its duties, our management board and supervisory board will be required by Dutch law to act in the interest of the company and its affiliated business, and to consider the interests of our company, our shareholders, our employees and other stakeholders in all cases with reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, interests of our shareholders.

Our articles of association and Dutch corporate law contain provisions that may discourage a takeover attempt.

Provisions contained in the amended and restated articles of association that we intend to adopt in connection with this offering and the laws of The Netherlands could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our shareholders. Provisions of our articles of association impose various procedural and other requirements, which could make it more difficult for shareholders to effect certain corporate actions. Among other things, these provisions:

- authorize our management board, with the approval of our supervisory board, for a period of five years from the date of the offering to issue preferred stock, including for defensive purposes, and shares of common stock, in each case without shareholder approval; and

- do not provide for shareholder action by written consent, thereby requiring all shareholder actions to be taken at a general meeting of shareholders.

These provisions, alone or together, could delay hostile takeovers and changes in control of our company or changes in our management. See Description of Capital Stock Anti-Takeover Provisions.

It may be difficult for you to obtain or enforce judgments against us or some of our executive officers and directors and some of our named experts in the United States or The Netherlands.

We were formed under the laws of The Netherlands and, as such, the rights of holders of our ordinary shares and the civil liability of our directors will be governed by the laws of The Netherlands and our amended and restated articles of association. Some of the named experts referred to in this prospectus are not residents of the United States and some of our directors and executive officers and some of our assets and some of the assets of our directors and executive officers are located outside the United States.

In the absence of an applicable convention between the United States and The Netherlands providing for the reciprocal recognition and enforcement of judgments (other than arbitration awards and divorce decrees) in civil

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and commercial matters, a judgment rendered by a court in the United States will not automatically be recognized by the courts of The Netherlands. In principle, the courts of The Netherlands will be free to decide, at their own discretion, if and to what extent a judgment rendered by a court in the United States should be recognized in The Netherlands. In general terms, Dutch courts tend to grant the same judgment without re-litigating on the merits if the following three cumulative minimum conditions are met:

- the judgment was rendered by the foreign court that was (based on internationally accepted grounds) competent to take cognizance of the matter;

- the judgment is the outcome of a proper judicial procedure (*behoorlijke rechtspleging*); and

- the judgment is not manifestly incompatible with the public policy (*openbare orde*) of The Netherlands.

Without prejudice to the above, in order to obtain enforcement of a judgment rendered by a United States court in The Netherlands, a claim against the relevant party on the basis of such judgment should be brought before the competent court of The Netherlands. During the proceedings such court will assess, when requested, whether a foreign judgment meets the above conditions. In the affirmative, the court may order that substantive examination of the matter shall be dispensed with. In such case, the court will confine itself to an order reiterating the foreign judgment against the party against whom it had been obtained.

Otherwise, a new substantive examination will take place in the framework of the proceedings. In all of the above situations, when applying the law of any jurisdiction (including The Netherlands), Dutch courts may give effect to the mandatory rules of the laws of another country with which the situation has a close connection, if and insofar as, under the law of the latter country, those rules must be applied regardless of the law applicable to the contract or legal relationship. In considering whether to give effect to these mandatory rules of such third country, regard shall be given to the nature, purpose and the consequences of their application or non-application. Moreover, a Dutch court may give effect to the rules of the laws of The Netherlands in a situation where they are mandatory irrespective of the law otherwise applicable to the documents or legal relationship in question. The application of a rule of the law of any country that otherwise would govern an obligation may be refused by the courts of The Netherlands if such application is manifestly incompatible with the public policy (*openbare orde*) of The Netherlands.

Under our amended and restated articles of association, we will indemnify and hold our officers and directors harmless against all claims and suits brought against them, subject to limited exceptions. Under our amended and restated articles of association, to the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder will be governed exclusively by the laws of The Netherlands and subject to the jurisdiction of Dutch courts, unless those rights or obligations do not relate to or arise out of their capacities listed above. Although there is doubt as to whether U.S. courts would enforce such provision in an action brought in the United States under U.S. securities laws, this provision could make judgments obtained outside of The Netherlands more difficult to have recognized and enforced against our assets in The Netherlands or jurisdictions that would apply Dutch law. Insofar as a release is deemed to represent a condition, stipulation or provision binding any person acquiring our ordinary shares to waive compliance with any provision of the Securities Act or of the rules and regulations of the SEC, such release will be void.

Purchasers of common stock will experience immediate and substantial dilution.

Purchasers of our common stock in this offering will experience an immediate and substantial dilution of $17.02 per share in the net tangible book value per share of common stock from the initial public offering price, and our pro forma net tangible book value as of March 31, 2013, after giving effect to this offering, would be $4.98 per share. In addition, our amended and restated articles of association allow us to issue significant numbers of additional shares, including shares that may be issued under our long-term incentive plans. We expect to grant restricted stock units representing an aggregate of 3,545,455 shares of common stock (based upon the midpoint of the price range set forth on the cover page of this prospectus) to our officers and employees

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concurrently with this offering as described in Compensation Discussion and Analysis Components of Our Executive Compensation Program Long-Term Incentive Plan. See Dilution for a complete description of the calculation of net tangible book value.

We will be a controlled company within the meaning of the NYSE rules and will qualify for and have the ability to rely on exemptions from certain NYSE corporate governance requirements.

Because the Mosing family will beneficially own a majority of our outstanding common stock following the completion of this offering, we will be a controlled company as that term is set forth in Section 303A of the NYSE Listed Company Manual. Under the NYSE rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a controlled company and may elect not to comply with certain NYSE corporate governance requirements, including:

- the requirement that a majority of its supervisory board consist of independent directors;
- the requirement that its nominating and governance committee be composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities; and
- the requirement that its compensation committee be composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities.

These requirements will not apply to us as long as we remain a controlled company. Following the completion of this offering, and so long as members of the Mosing family control the outstanding common stock and Series A preferred stock representing at least a majority of the outstanding voting power in FINV, we have the option to utilize these exemptions. Accordingly, should we choose to utilize such exemptions, you may not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of the NYSE. The significant ownership interest held by members of the Mosing family could adversely affect investors perceptions of our corporate governance. See Management Board Structure.

Tax Risks

Changes in tax laws, treaties or regulations or adverse outcomes resulting from examination of our tax returns could adversely affect our financial results.

Our future effective tax rates could be adversely affected by changes in tax laws, treaties and regulations, both in the United States and internationally. Tax laws, treaties and regulations are highly complex and subject to interpretation. Consequently, we are subject to changing tax laws, treaties and regulations in and between countries in which we operate or are resident. Our income tax expense is based upon the interpretation of the tax laws in effect in various countries at the time that the expense was incurred. A change in these tax laws, treaties or regulations, or in the interpretation thereof, could result in a materially higher tax expense or a higher effective tax rate on our worldwide earnings. If any country successfully challenges our income tax filings based on our structure, or if we otherwise lose a material tax dispute, our effective tax rate on worldwide earnings could increase substantially and our financial results could be materially adversely affected.

U.S. tax authorities could treat us as a passive foreign investment company, which could have adverse U.S. federal income tax consequences to U.S. holders.

A foreign corporation will be treated as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of passive income or (2) at least 50% of the average value of the corporation s assets for any taxable year produce or are held for the production of those types of passive income. For purposes of these tests, passive income includes dividends, interest and gains from the sale or exchange of investment property and rents and royalties other than certain rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business, but does not include income derived from the performance of services. U.S.

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shareholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC, and the gain, if any, they derive from the sale or other disposition of their interests in the PFIC.

We believe that we will not be a PFIC for the current taxable year or for any future taxable year. However, this involves a facts and circumstances analysis and it is possible that the IRS would not agree with our conclusion, or the U.S. tax laws could change significantly. See Material U.S. Federal Income Tax Considerations PFIC Status and Significant Tax Consequences.

U.S. anti-inversion tax laws could negatively affect our results and could result in a reduced amount of foreign tax credit for U.S. Holders.

Under rules contained in U.S. tax law, we would be subject to tax as a U.S. corporation in the event the we acquire substantially all of the assets of a U.S. corporation and the equity owners of that U.S. corporation own at least 80% (calculated without regard for any stock issued in a public offering) of our stock by reason of holding stock in the U.S. corporation. For purposes of applying these rules, the rights associated with the Series A preferred stock and the interests in FICV would likely result in the holders thereof being deemed to own our common stock under the stock equivalent portion of the rules.

We will acquire the assets of Mosing Holdings (a U.S. corporation); however, the ownership of Mosing Holdings in our stock, taking into account common stock that Mosing Holdings is deemed to own under the stock equivalent rules, is substantially below the 80% standard for the application of the rules. Accordingly, we do not believe these rules should apply.

There can be no assurance that the IRS will not challenge our determination that these rules are inapplicable. In the event that these rules were applicable, we would be subject to U.S. federal income tax on our worldwide income, which would negatively impact our cash available for distribution and the value of our common stock. Application of the rules could also adversely affect the ability of a U.S. Holder (as defined in Material U.S. Federal Income Tax Considerations) to obtain a U.S. tax credit with respect to any Dutch withholding tax imposed on distributions.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact included in this prospectus, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this prospectus, the words could, believe, anticipate, intend, estimate, expect, may, continue, predict, potential, proje expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Forward-looking statements appear in a number of places in this prospectus, including Prospectus Summary, Risk Factors, Dividend Policy, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business and may include statements about, among other things:

- our business strategy and prospects for growth;
- our cash flows and liquidity;
- our financial strategy, budget, projections and operating results;
- the amount, nature and timing of capital expenditures;
- the availability and terms of capital;
- competition and government regulations; and
- general economic conditions.

Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurance that such expectations will prove correct. The forward-looking statements involve risks and uncertainties. Important factors that could cause actual results to differ materially from our expectations included, but are not limited to, the following:

- the level of activity in the oil and gas industry;
- the volatility of oil and gas prices;
- unique risks associated with our offshore operations;
- political, economic and regulatory uncertainties in our international operations;

- our ability to develop new technologies and products;
- our ability to protect our intellectual property rights;
- our ability to employ and retain skilled and qualified workers;
- the level of competition in our industry;
- operational safety laws and regulations;
- weather conditions and natural disasters; and
- other factors discussed in Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this prospectus.

All forward-looking statements speak only as of the date of this prospectus; we disclaim any obligation to update these statements unless required by law and we caution you not to place undue reliance on them. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements that we make. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

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ORGANIZATIONAL STRUCTURE

The diagram below depicts our simplified organizational structure immediately following the completion of this offering (assuming that the underwriters option to purchase additional shares of common stock is not exercised and without giving effect to the grant of restricted stock units representing an aggregate of 3,545,455 shares of common stock to our officers and employees concurrently with this offering as described in Compensation Discussion and Analysis Components of Our Executive Compensation Program Long-Term Incentive Plan):

Frank s International N.V.

Following completion of this offering, FINV, the issuer of common stock in this offering, will act as a holding company whose sole material assets will consist of indirect general and limited partnership interests in

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FICV. As the indirect sole shareholder of the general partner of FICV, FINV will be responsible for all operational, management and administrative decisions relating to FICV s business and will consolidate the financial results of FICV and its subsidiaries.

The articles of association of FINV authorize two classes of stock, common stock and Series A preferred stock. See Description of Capital Stock. Only common stock will be sold to investors pursuant to this offering. Shares of our common stock will also be held indirectly by members of the Mosing family through FWW. 52,976,000 Shares of Series A preferred stock will be held by Mosing Holdings as described below. Each share of Series A preferred stock will have a liquidation preference equal to its par value of 0.01 per share (or 529,760 in the aggregate) and will be entitled to an annual dividend equal to 0.25% of its par value (or 1,324 per annum in the aggregate). Additionally, each share of Series A preferred stock will entitle its holder to vote together with the common stock as a single class on all matters presented to FINV s shareholders for their vote.

Formation of FICV

FICV is a newly formed limited partnership that was formed to act as a holding company of various U.S. and foreign operating companies engaged in our business. Prior to this offering, our foreign operating companies have been owned directly or indirectly by FINV, and our U.S. operating companies have been owned directly or indirectly by Mosing Holdings, which is owned by members of the Mosing family. In connection with this offering, FINV will contribute all of our foreign operating subsidiaries and a portion of the proceeds from this offering to FICV, and Mosing Holdings will contribute all of our U.S. operating subsidiaries (excluding certain assets that generate a de minimis amount of revenue, including aircraft, real estate and life insurance policies) to FICV. We intend to enter into real estate lease agreements and an aviation services agreement with customary terms for continued use of the real estate and aircraft. See Certain Relationships and Related Party Transactions Transactions with Our Directors, Executive Officers and Affiliates.

In exchange for this contribution (and after giving effect to this offering assuming the underwriters option to purchase additional shares of common stock is not exercised),

(i) FINV will (indirectly) hold a 73.7% limited partnership interest and a 0.1% general partnership in FICV; and

(ii) Mosing Holdings will hold a 26.2% limited partnership interest in FICV.

In order to give Mosing Holdings a percentage vote in FINV that is equal to the percentage limited partnership interest in FICV that Mosing Holdings will receive in exchange for its contribution to FICV, Mosing Holdings will also receive 52,976,000 shares of Series A preferred stock of FINV in the exchange.

Following the completion of this offering, the Mosing family will own, indirectly through Mosing Holdings and FWW, FINV Stock and FICV limited partnership interests that in the aggregate will represent approximately 85.1% of the economic interests in and voting power of our combined company (or 83.3% if the underwriters option to purchase additional shares of common stock is exercised in full).

For purposes of any transfer or exchange of Series A preferred stock and limited partnership interests in FICV, the articles of association of FINV and the partnership agreement of FICV contain provisions linking each share of Series A preferred stock in FINV to a proportionate portion of the limited partnership interest in FICV held by Mosing Holdings or its permitted transferee, which portion at any time will equal the total limited partnership interest in FICV held by Mosing Holdings or its permitted transferee divided by the total number of issued and outstanding shares of Series A preferred stock of FINV (each such portion being referred to as an FICV Portion). Shares of Series A preferred stock cannot be transferred unless simultaneously with an equal number of FICV Portions and vice versa.

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Mosing Holdings (or any of its permitted transferees) will have the right to convert all or a portion of its Series A preferred stock into FINV common stock by delivery to FINV of an equivalent number of FICV Portions. In connection with such conversion, Mosing Holdings or its permitted transferees will also be entitled to receive an amount of cash equal to the par value of each share of Series A preferred stock so converted plus any accrued but unpaid dividends thereon.

The above mechanism is subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

See Certain Relationships and Related Party Transactions Limited Partnership Agreement of FICV.

Offering

Only common stock will be sold to investors pursuant to this offering. Immediately following the completion of this offering, there will be 149,024,000 shares of common stock issued and outstanding (or 153,524,000 shares of common stock if the underwriters exercise in full their option to purchase additional shares of common stock). We estimate that our net proceeds from this offering, after deducting estimated underwriting discounts and commissions and other offering related expenses, will be approximately $618.6 million (or $711.9 million if the underwriters exercise in full their option to purchase additional shares of common stock). A portion of the proceeds of this offering will be used to repay in full the outstanding notes payable to FWW, under which there was an aggregate of $443.7 million outstanding as of March 31, 2013. FINV will contribute any remaining proceeds (including any proceeds attributable to the underwriters exercise of their option to purchase additional shares of common stock) to FICV. Following any such contribution, FINV s percentage ownership interest in FICV will equal the percentage of outstanding FINV Stock represented by FINV s outstanding common stock.

As a result of the formation of FICV and the offering described above (and prior to any conversions of shares of Series A preferred stock into shares of our common stock):

- the investors in this offering will collectively own 30,000,000 shares of common stock (or 34,500,000 shares of common stock if the underwriters exercise in full their option to purchase additional shares of common stock), and FINV will hold an interest in FICV that is equal to the percentage of the total number of outstanding shares of FINV Stock represented by our common stock;

- Mosing Holdings will hold 52,976,000 shares of Series A preferred stock and an interest in FICV that is equal to the percentage of the total number of outstanding shares of FINV Stock represented by such shares of Series A preferred stock;

- the investors in this offering will collectively hold 14.9% (or 16.7% if the underwriters exercise in full their option to purchase additional shares of common stock) of the voting power in FINV; and

- the Mosing Family, through their ownership of Mosing Holdings and FWW, will hold 85.1% (or 83.3% if the underwriters exercise in full their option to purchase additional shares of common stock) of the voting power in FINV.

Holding Company Structure

Following completion of this offering, FINV will act as a holding company whose sole material assets will consist of indirect general and limited partnership interests in FICV. As the owner of the general partner of FICV, FINV will be responsible for all operational, management and administrative decisions relating to FICV s business and will consolidate the financial results of FICV and its subsidiaries.

Our post-offering organizational structure will allow the Mosing Family to retain a portion of their equity ownership in our company through FICV, an entity that is classified as a partnership for U.S. federal income tax purposes, with the remainder of their ownership being in the form of common stock of FINV. Investors in this

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offering will, by contrast, hold all of their equity ownership in the form of shares of common stock of FINV, which is classified as a corporation for U.S. federal income tax purposes. We believe that the members of the Mosing family generally find it advantageous to hold their equity interests in an entity that is not taxable as a corporation for U.S. federal income tax purposes. The Mosing family, like FINV, will generally incur U.S. federal, state and local income taxes on their proportionate share of any taxable income of FICV.

FINV s articles of association and FICV s limited partnership agreement will provide for customary mechanisms to ensure that (i) FINV s percentage interest in FICV will always equal the percentage of the total number of outstanding shares of FINV Stock represented by our outstanding common stock and (ii) Mosing Holding s (together with any permitted transferee s) percentage interest in FICV will always equal the percentage of the total number of outstanding shares of FINV Stock represented by our outstanding Series A preferred stock.

FINV will generally be subject to U.S. federal, state and local income taxes on its proportionate share of FICV s taxable income attributable to U.S. operations. FINV may also incur U.S. branch profits tax on its proportionate share of FICV s taxable income attributable to U.S. operations. The U.S. branch profits tax is imposed on a non-U.S. corporation s dividend equivalent amount, which generally consists of the corporation s after-tax earnings and profits (as determined under U.S. federal income tax principles) that are effectively connected with the corporation s U.S. trade or business but are not reinvested in a U.S. business. The limited partnership agreement of FICV provides for distributions to be made at the discretion of the general partner on a pro rata basis to the holders of interests in FICV for purposes of funding the holders tax obligations with respect to the income of FICV allocated to them. Generally, these tax distributions will be computed based on our estimate of the taxable income of FICV allocable to a holder multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate prescribed for an individual resident in Louisiana. See Certain Relationships and Related Person Transactions Limited Partnership Agreement of FICV.

In connection with our formation transactions, we will enter into a tax receivable agreement with Mosing Holdings. This agreement generally will provide for the payment by FINV of 85% of actual reductions, if any, in payments of U.S. federal, state and local income tax or franchise tax (which reductions we refer to as cash savings) in periods after this offering as a result of (i) the tax basis increases resulting from the transfer of FICV interests to us in connection with a conversion of shares of Series A preferred stock into shares of our common stock and (ii) imputed interest deemed to be paid by us as a result of, and additional tax basis arising from, any payments we make under the tax receivable agreement. FINV will retain the benefit of the remaining 15% of these cash savings. See Certain Relationships and Related Party Transactions Tax Receivable Agreement.

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USE OF PROCEEDS

We expect to receive net proceeds of approximately $618.6 million from the sale of the common stock by us in this offering, after deducting estimated expenses payable by us and underwriting discounts and commissions of approximately $38.0 million. We intend to use the net proceeds from this offering to repay in full the outstanding notes payable to FWW, under which there was an aggregate of $443.7 million outstanding as of March 31, 2013. The remaining net proceeds (including any proceeds attributable to the underwriters exercise of their option to purchase additional shares of common stock) will be contributed to FICV. FICV will use such proceeds for general corporate purposes.

The notes payable to FWW each bore interest at a rate of 0.24% per annum as of March 31, 2013. The $320.0 million note is payable on demand, and the $220.0 million note matures in December 2020. The notes payable were issued in order to fund a distribution of $484.0 million to the owners of FINV.

DIVIDEND POLICY

Following the completion of this offering, we intend to pay a regular quarterly dividend on our common stock of $0.075 per share, or an aggregate of approximately $44.7 million on an annual basis. However, our future dividend policy is within the discretion of our management board, with the approval of our supervisory board, and will depend upon various factors, including our results of operations, financial condition, capital requirements and investment opportunities. In addition, each share of Series A preferred stock will have a liquidation preference equal to its par value of 0.01 per share and will be entitled to an annual dividend equal to 0.25% of its par value. Based upon the number of Series A preferred shares outstanding upon completion of this offering, this amount would be 1,324 in the aggregate. We will only be able to pay dividends from our available cash on hand and funds received from FICV. FICV s ability to make distributions to us will depend on many factors, including the performance of our business in the future. In order to make these distributions on our common stock and Series A preferred stock, we expect that FICV will be required to distribute approximately $60.6 million pro rata to holders of FICV interests. This aggregate amount would have represented approximately 20.6% of our pro forma net income and 13.6% of our pro forma Adjusted EBITDA for the year ended December 31, 2012. See Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Liquidity.

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CAPITALIZATION

The following table sets forth our capitalization as of March 31, 2013:

- for Frank s International; and

- on a pro forma basis after giving effect to the restructuring transactions described in Organizational Structure and the sale of 30,000,000 shares of common stock in this offering, after deducting underwriting discounts and estimated offering expenses and the application of the net proceeds as set forth in Use of Proceeds.

You should read the following table in conjunction with Organizational Structure, Use of Proceeds, Selected Historical Combined and Unaudited Pro Forma Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our historical combined financial statements and related notes thereto appearing elsewhere in this prospectus.

	As of March 31, 2013	
	Frank s International	Pro Forma
	(in thousands)	
Cash and cash equivalents (1)	$ 123,392	$ 298,234
Long-term debt, including current maturities:		
Lines of credit	$ 2,000	$ 2,000
Notes payable excluding affiliates	2,981	2,981
Notes payable affiliated (2)(3)	448,838	2,881
Equipment financing and other(3)	877	78
Total long-term debt	454,696	7,940
Series A preferred stock:		
Series A preferred stock, 0.01 par value; no shares authorized or issued and outstanding (actual); 52,976,000 shares authorized (as adjusted); 52,976,000 shares issued and outstanding (as adjusted)		689
Stockholders equity:		
Common stock, 0.01 par value; 240,000,000 shares authorized (actual); 48,096,000 shares issued and outstanding (actual); 745,120,000 shares authorized (as adjusted); 149,024,000 shares issued and outstanding (as adjusted)	803(4)	1,937
Additional paid-in capital	1,409	618,136
Retained earnings	491,145	317,677
Accumulated other comprehensive income	294	217
Non-controlling interest (5)		113,007
Total stockholders equity	493,651	1,050,974
Total capitalization	$ 948,347	$ 1,059,603

(1) As of June 30, 2013, our cash and cash equivalents totaled $106.0 million.

(2) In 2012, FINV made a non-cash distribution of $484.0 million to its owners in the form of two unsecured promissory notes payable. As of March 31, 2013 and June 30, 2013, there was an aggregate of approximately $443.7 million and $415.4 million, respectively outstanding under these notes.

(3) In connection with the restructuring transactions described in Organizational Structure, certain adjustments have been made to these line items in an aggregate amount of approximately $3.0 million.

(4) Represents the common stock of FINV, FII, FCC and FTS. See Note 11 to our audited combined financial statements included elsewhere in this prospectus.

(5) Reflects the portion of FICV that will be owned by Mosing Holdings upon completion of this offering. See Organizational Structure.

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DILUTION

Purchasers of common stock in this offering will experience immediate and substantial dilution in the net tangible book value per share of the common stock for accounting purposes. Our net tangible book value as of March 31, 2013, after giving pro forma effect to the reorganization transactions as described in Organizational Structure was approximately $387.7 million, or $1.92 per share of common stock. Pro forma net tangible book value per share is determined by dividing our pro forma tangible net worth (tangible assets less total liabilities) by the total number of outstanding shares of common stock that will be outstanding immediately prior to the closing of this offering. After giving pro forma effect to the reorganization transactions as described in Organizational Structure and as adjusted for the sale of the shares in this offering and assuming the receipt of the estimated net proceeds (after deducting estimated discounts and expenses of this offering), our adjusted pro forma net tangible book value as of March 31, 2013 would have been approximately $1,006.3 million, or $4.98 per share. This represents an immediate increase in the net tangible book value of $3.06 per share to our existing shareholders and an immediate dilution (i.e., the difference between the offering price and the adjusted pro forma net tangible book value after this offering) to new investors purchasing shares in this offering of $17.02 per share. The following table illustrates the per share dilution to new investors purchasing shares in this offering (assuming that 100% of our Series A preferred shares have been exchanged for common stock):

Initial public offering price per share	$ 22.00
Pro forma net tangible book value per share as of March 31, 2013 (after giving effect to the reorganization transactions as described in Organizational Structure)	1.92
Increase per share attributable to new investors in this offering	3.06
As adjusted pro forma net tangible book value per share after giving effect to this offering	4.98
Dilution in pro forma net tangible book value per share to new investors in this offering	$ 17.02

The following table summarizes, on an adjusted pro forma basis as of March 31, 2013, the total number of shares of common stock owned by existing shareholders (assuming that 100% of our Series A preferred shares have been exchanged for common stock) and to be owned by the new investors in this offering, the total consideration paid, and the average price per share paid by our existing shareholders and to be paid by the new investors in this offering calculated before deduction of estimated discounts and commissions:

	Shares Acquired		Total Consideration		
	Number	Percent	Amount (in thousands)	Percent	Average Price Per Share
Existing shareholders	172,000,000	85%	$ 387,716	37%	$ 2.25
New investors in this offering	30,000,000	15	660,000	63	$ 22.00
Total	202,000,000	100%	$ 1,047,716	100%	$ 5.19

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SELECTED HISTORICAL COMBINED AND UNAUDITED PRO FORMA FINANCIAL DATA

The following table shows selected historical combined financial data of Frank s International as of and for the years ended December 31, 2008, 2009, 2010, 2011 and 2012. The selected historical financial data as of December 31, 2011 and 2012 and for the years ended December 31, 2010, 2011 and 2012 are derived from our audited historical combined financial statements and related notes thereto included elsewhere in this prospectus. The selected historical financial data as of December 31, 2008, 2009 and 2010 and for the years ended December 31, 2008 and 2009 are derived from our audited historical combined financial statements and related notes thereto that are not included in this prospectus. The summary historical combined financial data presented as of March 31, 2013 and for the three months ended March 31, 2012 and 2013 are derived from the unaudited historical combined financial statements included elsewhere in this prospectus. Under the combined method of accounting, the historical consolidated financial statements of FINV, FII, FCC, and FTS and their wholly owned subsidiaries are combined as if Frank s International operated as a single entity. All intercompany accounts and transactions have been eliminated for purposes of preparing these combined financial statements.

The selected unaudited pro forma financial data presented below has been derived by the application of pro forma adjustments to the historical combined financial statements of Frank s International included elsewhere in this prospectus. The selected unaudited pro forma financial data for the year ended December 31, 2012 and as of and for the three months ended March 31, 2013 give effect to our reorganization in connection with this offering as described in Organizational Structure and the use of the estimated net proceeds from this offering as described in Use of Proceeds as if all such transactions had occurred on January 1, 2012, in the case of the unaudited pro forma statement of operations, and on March 31, 2013, in the case of the unaudited pro forma balance sheet.

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You should read these tables in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, which includes a discussion of factors materially affecting the comparability of the information presented, Organizational Structure and our historical and pro forma financial statements and notes thereto included elsewhere in this prospectus. Our selected unaudited pro forma financial data is presented for informational purposes only. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. Our selected unaudited pro forma financial data does not purport to represent what our results of operations or financial position would have been if we operated as a public company during the period presented and may not be indicative of our future performance.

	Frank s International							FINV Pro Forma	
	Year Ended December 31,					Three Months Ended March 31,		Year Ended December 31, 2012	Three Months Ended March 31, 2013
	2008	2009	2010	2011	2012	2012	2013		
Statements of income data (in thousands):									
Revenues:									
Equipment rentals and services	$ 572,160	$ 428,476	$ 490,902	$ 613,541	$ 880,084	$ 203,755	$ 205,878	$ 878,938	$ 205,643
Products	152,163	89,307	117,306	125,534	175,841	36,773	30,882	175,841	30,882
Total revenues	724,323	517,783	608,208	739,075	1,055,925	240,528	236,760	1,054,779	236,525
Operating expenses:									
Cost of revenues, exclusive of depreciation and amortization									
Equipment rentals and services	200,624	161,920	222,345	256,515	314,950	72,731	75,781	314,950	75,781
Products	168,278	102,694	70,697	76,368	119,527	24,184	18,019	119,527	18,019
General and administrative expenses	112,288	113,851	134,449	160,506	187,033	41,608	44,145	188,409	45,434
Depreciation and amortization	39,013	45,769	48,197	54,581	66,215	15,424	17,783	64,148	17,364
Impairment of goodwill and intangible assets		9,438							&