

Frank's International N.V.
Form DEFA14A
October 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

FRANK S INTERNATIONAL N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SPECIAL MEETING OF SHAREHOLDERS

FRANK S INTERNATIONAL N.V.

Prins Bernhardplein 200, 1097 JB Amsterdam The Netherlands

to be held on November 6, 2013, at 1:00 p.m. Central European Time (CET)

at the offices of Van Campen Liem, J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands

To the shareholders of Frank s International N.V.:

You are cordially invited to attend a special meeting of the shareholders of Frank s International N.V. (the Company). This special meeting has been called by the Company s board of managing directors (the Management Board) and the Company s board of supervisory directors (the Supervisory Board). At this meeting, you will be asked to consider and vote upon the following proposals:

1. To elect two additional directors to the Supervisory Board;
2. To approve on an advisory basis the compensation of the Company s named executive officers as disclosed pursuant to the Securities and Exchange Commission s (SEC) compensation disclosure rules, including the Compensation Discussion and Analysis (CD&A) section of the attached proxy statement, compensation tables and accompanying narrative disclosure; and
3. To conduct an advisory vote on the frequency of the advisory vote on the compensation of the Company s named executive officers.

All shareholders of the Company are entitled to attend the special meeting and to vote the shares of common stock and Series A preferred stock that they hold as of the date of the special meeting. Each person who attends the special meeting may be asked to present valid picture identification, such as a driver s license or passport. Even if you plan to attend the special meeting, the Company urges you to promptly vote your shares of Common Stock or Preferred Stock by submitting your marked, signed and dated proxy card. You will retain the right to revoke your proxy at any time before the vote, or to vote your shares of Common Stock or Preferred Stock personally if you attend the special meeting. Please note, however, that if you hold your shares of Common Stock or Preferred Stock through a broker or other nominee, and you wish to vote in person at the special meeting, you must obtain from your broker or other nominee a proxy issued in your name.

For further information, please review the proxy statement on our website (<http://proxy.franksinternational.com>), which contains detailed descriptions of the proposals to be voted upon at the special meeting.